

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**OPGEN, INC**

\_\_\_\_\_  
(Name of Registrant as Specified In Its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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(1) Title of each class of securities to which transaction applies:

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9717 Key West Ave, Suite 100  
Rockville, MD 20850

**2022 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JUNE 9, 2022**

April [•], 2022

Dear Stockholders of OpGen, Inc.:

You are cordially invited to the 2022 Annual Meeting of Stockholders (the "Annual Meeting") of OpGen, Inc. (the "Company") to be held at the Company's offices located at 9717 Key West Ave, Suite 100, Rockville, MD 20850, beginning at 10:00 am, local time.

The formal Notice of Annual Meeting of Stockholders and Proxy Statement describing the matters to be acted upon at the Annual Meeting are contained in the following pages. Stockholders also are entitled to vote on any other matters that properly come before the Annual Meeting.

Your vote is important. Enclosed is a proxy that will entitle you to vote your shares on the matters to be considered at the Annual Meeting, even if you are unable to attend in person. Please mark the proxy to indicate your vote, date and sign the proxy and return it in the enclosed envelope as soon as possible for receipt prior to the Annual Meeting, or follow the instructions in the accompanying proxy materials to vote via the internet. Regardless of the number of shares you own, please be sure you are represented at the Annual Meeting either by attending in person or by returning your proxy or voting on the internet as soon as possible.

On behalf of OpGen, Inc., I thank you for your ongoing interest and investment in our company.

Sincerely,

A handwritten signature in blue ink, appearing to read "W. Rhodes, III".

William E. Rhodes, III  
Chairman of the Board of Directors

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9717 Key West Ave, Suite 100  
Rockville, MD 20850

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JUNE 9, 2022**

April [•], 2022

Dear Stockholders of OpGen, Inc.:

The 2022 Annual Meeting of Stockholders (the "Annual Meeting") of OpGen, Inc., a Delaware corporation (the "Company") will be held at the Company's offices located at 9717 Key West Ave, Suite 100, Rockville, MD 20850 on June 9, 2022, beginning at 10:00 am local time, for the purpose of considering and voting upon the following:

1. **Election of Directors.** The election of the five directors named in the attached Proxy Statement, to serve until the next Annual Meeting of Stockholders and until their successors are elected and qualified;
2. **Reverse Stock Split.** A vote to approve the adoption of an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to effect a reverse stock split at a ratio not less than five-to-one and not more than twenty-to-one, or the "Reverse Stock Split," such ratio and the implementation and timing of such Reverse Stock Split to be determined in the discretion of our Board of Directors (the "Reverse Stock Split Proposal");
3. **Ratification of Appointment of Independent Accounting Firm.** Ratification of the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022;
4. **Adjournment Proposal.** The approval of a proposal to adjourn the annual meeting to a later date, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Reverse Stock Split Proposal; and
5. **Other Matters.** The transaction of such other business as may lawfully come before the Annual Meeting or any adjournment(s) thereof.

The Board of Directors is not aware of any other business to come before the Annual Meeting. Pursuant to the Company's Amended and Restated Bylaws, the Board of Directors has fixed the close of business on April 14, 2022 as the record date for determination of the stockholders entitled to vote at the Annual Meeting and any adjournments thereof. Please complete, sign and submit your proxy, which is solicited by the Board of Directors, as soon as possible so that your shares can be voted at the Annual Meeting in accordance with your instructions. You can ensure that your shares are voted at the Annual Meeting by voting via the internet or by completing, signing and returning the enclosed proxy. If you do attend the Annual Meeting, you may then withdraw your proxy and vote your shares in person. In any event, you may revoke your proxy prior to its exercise. Shares represented by proxies that are returned properly signed but unmarked will be voted in favor of proposals made by us.

**This Notice of Annual Meeting of Stockholders, our Proxy Statement, the proxy card and our 2021 Annual Report to Stockholders are available online at: <http://www.pstvote.com/opgen2022>.**

BY ORDER OF THE BOARD OF DIRECTORS,

Albert Weber  
Corporate Secretary

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## 2022 ANNUAL MEETING OF STOCKHOLDERS

### PROXY STATEMENT

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9717 Key West Ave, Suite 100  
Rockville, MD 20850

**2022 ANNUAL MEETING PROXY STATEMENT**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 9, 2022**

*The Notice of Annual Meeting, Proxy Statement, Proxy and 2021 Annual Report to Stockholders are available at: <http://www.pstvote.com/opgen2022>*

We are making these proxy materials available to you in connection with the solicitation of proxies by the Board of Directors (the "Board") of OpGen, Inc. (the "Company") for the 2022 Annual Meeting of Stockholders (the "Annual Meeting") and for any adjournment or postponement of the Annual Meeting. The mailing of the notice of internet availability of these proxy materials will commence on April [•], 2022.

The 2021 Annual Report includes our financial statements for the fiscal year ended December 31, 2021. You can also find a copy of our 2021 Annual Report on Form 10-K on the Internet through the Securities and Exchange Commission's electronic data system called EDGAR at [www.sec.gov](http://www.sec.gov) or through the "Investor" section of our website at [www.opgen.com](http://www.opgen.com).

The Annual Meeting will be held at the Company's offices located at 9717 Key West Ave, Suite 100, Rockville, MD 20850 on June 9, 2022, beginning at 10:00 am, local time. In this Proxy Statement, "we," "us," "our," "OpGen" and the "Company" refer to OpGen, Inc.

This Proxy Statement is being made available to you because you own shares of our common stock, par value \$0.01 per share, as of the record date, which entitles you to vote at the Annual Meeting. By use of a proxy, you can vote whether or not you attend the Annual Meeting. This Proxy Statement describes the matters we would like you to vote on and provides information on those matters.

## QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

**Q: What is the purpose of the Annual Meeting?**

A: The purposes of the Annual Meeting are to hold a stockholder vote on the following matters:

1. **Election of Directors.** The election of the five directors named in the attached Proxy Statement, to serve until the next Annual Meeting of Stockholders and until their successors are elected and qualified;
2. **Reverse Stock Split.** A vote to approve the adoption of an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended (the "Certificate"), to effect a reverse stock split at a ratio not less than five-to-one and not more than twenty-to-one, or the "Reverse Stock Split," such ratio and the implementation and timing of such Reverse Stock Split to be determined in the discretion of our Board of Directors (the "Reverse Stock Split Proposal");
3. **Ratification of Appointment of Independent Accounting Firm.** Ratification of the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022;
4. **Adjournment Proposal.** The approval of a proposal to adjourn the annual meeting to a later date, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of the Reverse Stock Split Proposal; and
5. **Other Matters.** The transaction of such other business as may lawfully come before the Annual Meeting or any adjournment(s) thereof.

Other than these proposals, the Board is not aware of any other matters to be presented for a vote at the Annual Meeting.

**Q: Who is entitled to vote at the Annual Meeting?**

A: Holders of record of our common stock as of the close of business on April 14, 2022, the record date for the Annual Meeting, will be entitled to notice of and to vote at the Annual Meeting and at any adjournments or postponements thereof. Holders of record of shares of common stock are entitled to vote on all matters brought before the Annual Meeting.

As of the record date of April 14, 2022, there were 46,557,750 shares of common stock outstanding and entitled to vote on the election of directors and all other matters. Holders of common stock will vote on all matters as a class. Holders are entitled to one vote for each share of common stock outstanding as of the record date.

You do not need to attend the Annual Meeting to vote your shares. Instead, you may vote your shares by marking, signing, dating and returning the enclosed proxy card or voting through the internet.

**Q: How do I vote?**

A: You may vote in person at the Annual Meeting, vote by proxy through the internet or vote by proxy using the enclosed proxy card. To vote through the internet, go to <http://www.pstvot.com/opgen2022> and complete an electronic proxy card. You will be asked for a Control Number, which has been provided with the Notice of Internet Availability.

Whether you plan to attend the Annual Meeting or not, we urge you to vote by proxy to ensure your vote is counted. Voting by proxy will not affect your right to attend the Annual Meeting and vote. If you vote via the internet or properly complete your proxy card and submit it to us in time, the "proxy" (one of the individuals named on the proxy card) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, the proxy will vote your shares as recommended by the Board and, as to any other matters properly brought before the Annual Meeting, in the sole discretion of the proxy.

**Q: What is the Reverse Stock Split Proposal and why is it necessary?**

A: The OpGen common stock, par value \$0.01 per share, or common stock, is currently listed on The Nasdaq Capital Market but the trading price of our common stock does not meet the \$1.00 per share minimum bid price required by The Nasdaq Capital Market pursuant to Nasdaq Marketplace Rule 5550(a)(2). As of April 14, 2022, the closing price of our common stock was \$0.7599 per share. We have until September 20, 2022 to regain such compliance. We do not anticipate we will be in compliance with the minimum bid price requirement by such date, and while we may be eligible to receive a second 180 calendar day grace period, there are no assurances that we will be in compliance with the minimum bid price requirement at the end of such period. If we are not in compliance, we expect to receive a delisting notice from Nasdaq at the end of such period or, if available, any grace period. We believe the implementation of the Reverse Stock Split will assist us in regaining compliance with The Nasdaq Capital Market minimum bid price requirements so that we can keep our Nasdaq Capital Markets listing

**Q: What shares may I vote?**

A: You may vote all shares of common stock of the Company that you owned as of the close of business on the record date. These shares include:

1. those held directly in your name as the *stockholder of record*; and
2. those held for you as the *beneficial owner* through a bank, broker or other financial intermediary at the close of business on the record date.

Each share of common stock is entitled to one vote.

**Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?**

A: Most stockholders hold their shares through a bank, broker or other financial intermediary rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and shares held beneficially.

**Stockholder of Record:** If your shares are registered directly in your name with OpGen’s transfer agent, Philadelphia Stock Transfer, Inc., or the Transfer Agent, you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to grant your proxy directly to OpGen or to vote your shares in person at the Annual Meeting.

**Beneficial Owner:** If you hold shares in a stock brokerage account or through a bank or other financial intermediary, you are considered the *beneficial owner* of shares held *in street name*. Your bank, broker or other financial intermediary is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your bank, broker or other financial intermediary on how to vote your shares, but because you are not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a signed proxy from the stockholder of record giving you the right to vote the shares. As a beneficial owner, you are, however, welcome to attend the Annual Meeting.

**Q: What are the recommendations of the Board?**

A. The Board recommends that you vote:

1. “**FOR**” the election of all five nominees for director named in this Proxy Statement;
2. “**FOR**” the Reverse Stock Split Proposal;
3. “**FOR**” the ratification of the appointment of CohnReznick as our independent registered public accounting firm for the 2022 fiscal year; and
4. “**FOR**” the adjournment proposal.

The Board knows of no matters that are likely to be brought before the Annual Meeting. If any other matters properly come before the Annual Meeting, the proxy will be authorized to vote or otherwise act in his discretion on those matters.

**Q: What constitutes a quorum at the Annual Meeting?**

A: The presence in person or by proxy of the holders of thirty four percent (34%) of the outstanding common stock is necessary to constitute a quorum at the Annual Meeting. As of the record date of April 14, 2022, there were 46,557,750 shares of our common stock outstanding, representing the same number of votes. Accordingly, the presence of the holders of at least 23,278,876 shares of our common stock will be required to establish a quorum. Both abstentions and broker non-votes, if any, are counted as present for determining the presence of a quorum.



**Q: What vote is required to approve each proposal?**

A: Each proposal has its own vote requirement as follows:

*Proposal 1: Election of Directors.* The nominees for election as directors at the Annual Meeting will be elected by the vote of a plurality of the shares of our common stock entitled to vote on the election, represented in person or by proxy at the Annual Meeting. This means the director nominees receiving the highest number of affirmative votes will be elected as directors. Votes withheld from a director nominee will have no effect on the election of the director from whom votes are withheld.

*Proposal 2: Approval of Reverse Stock Split Proposal.* Pursuant to our Certificate, the reverse stock split proposal requires the affirmative vote of a majority of the outstanding shares of common stock of the Company present in person or represented by proxy and entitled to vote on the proposal.

*Proposal 3: Ratification of CohnReznick's Appointment.* The ratification of the appointment of CohnReznick as our independent registered public accounting firm for the 2022 fiscal year requires the affirmative vote of a majority of the votes cast by all stockholders present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal. If the selection of CohnReznick as our independent registered public accounting firm is not ratified, the Audit Committee of the Board may reconsider its selection.

*Proposal 4: Adjournment.* The approval of the adjournment requires the affirmative vote of a majority of the votes cast by all stockholders present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal.

**Q: What is the effect of abstentions and broker non-votes?**

A: An "abstention" occurs when a stockholder sends in a proxy with explicit instructions to decline to vote regarding a particular matter or attends the Annual Meeting and elects not to vote or fails to cast a ballot. Abstentions are treated as shares present in person or by proxy and entitled to vote, so abstaining has the same effect as a negative vote for purposes of determining whether our stockholders approved the Reverse Stock Split Proposal or whether our stockholders ratified the appointment of CohnReznick as our independent registered public accounting firm for the 2022 fiscal year. However, because the election of directors is determined by a plurality of the votes cast, abstentions will not be counted in determining the outcome of such proposal.

A "broker non-vote" occurs when a broker has not received voting instructions from the beneficial owner and the broker does not have discretionary authority to vote the shares because the proposal is non-routine. We believe the Reverse Stock Split Proposal would be considered a "routine" matter, such that brokers will have discretion to vote your shares. Brokers do not have discretionary authority to vote on the election of directors. Accordingly, brokers who do not receive instructions from the beneficial owner are expected to be entitled to vote only on the Reverse Stock Split Proposal and ratification of CohnReznick's appointment as our independent registered public accounting firm for the 2022 fiscal year.

**Q: May I change my vote?**

A. Yes. You may change your proxy instructions or revoke your proxy at any time prior to the vote at the Annual Meeting. For shares held directly in your name, you may accomplish this by: (a) delivering a written notice of revocation to the Secretary of the Company or the Secretary's designated agent bearing a later date than the proxy being revoked, (b) signing and delivering a later dated written proxy relating to the same shares, or (c) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy). For shares held in street name, you may change your vote by submitting new voting instructions to your broker, trustee or nominee.

**Q: Who is paying for this proxy solicitation?**

A. We are paying for this proxy solicitation. Our officers and other regular employees may solicit proxies by mail, in person or by telephone or telecopy. These officers and other regular employees will not receive additional compensation. The Company may retain a third party proxy solicitor for the Annual Meeting, whose costs will depend on the number of stockholders who initially vote at the Annual Meeting and which we estimate would be approximately \$15,000 to \$50,000 but could be as much as \$100,000. We will reimburse banks, brokers, nominees, custodians and fiduciaries for their reasonable out-of-pocket expenses incurred in sending the proxy materials to beneficial owners of the shares.

**Q: Am I entitled to dissenters' rights?**

A: No dissenters' rights are available under the General Corporation Law of the State of Delaware, our Certificate, or our bylaws to any stockholder with respect to any of the matters proposed to be voted on at the Annual Meeting.

**Q: How can I find out the results of the voting at the Annual Meeting?**

A: Preliminary voting results will be announced at the annual meeting. In addition, final voting results will be published in a Current Report on Form 8-K that we expect to file within three business days after the completion of the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within three business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within three business days after the final results are known to us, file an additional Form 8-K to publish the final results of the Annual Meeting.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The number of shares of the Company's common stock outstanding at the close of business on April 14, 2022 was 46,557,750 shares. The following table sets forth the beneficial ownership of the Company's common stock as of April 14, 2022 by each Company director and named executive officer, and by all directors and executive officers as a group. Beneficial ownership is determined in accordance with Rule 13d-3 under the Exchange Act. In computing the number of shares beneficially owned by a person or a group and the percentage ownership of that person or group, shares of our common stock subject to options and warrants currently exercisable or exercisable within 60 days after April 14, 2022 are deemed outstanding, but are not deemed outstanding for the purpose of computing the percentage ownership of any other person. To the knowledge of the directors and executive officers of the Company, as of April 14, 2022, there are no persons and/or companies who or which beneficially own, directly or indirectly, shares representing more than 5% of the voting rights attached to all outstanding shares of the Company, other than as set forth below. Unless otherwise indicated, the address of each beneficial owner listed below is c/o OpGen, Inc., 9717 Key West Ave, Suite 100, Rockville, MD 20850.

Name and Address of Beneficial Owner	Number of Shares of common stock	Percentage Beneficially Owned
<b>Directors and Named Executive Officers</b>		
Johannes Bacher (1)	194,569	*%
Mario Crovetto (2)	68,330	*
Timothy C. Dec (3)	1,705	*
R. Donald Elsey (4)	66,500	*
Prabhavathi Fernandes, Ph.D. (5)	68,330	*
William E. Rhodes, III (6)	27,983	*
Oliver Schacht, Ph.D (7)	363,794	*
All current Directors and Executive Officers as a group (8 individuals) (8)	831,558	1.8

\* Constitutes less than 1% of our outstanding common stock.

- (1) Consists of (i) 81,250 shares of common stock and (ii) stock options to purchase 113,319 shares of common stock that are currently vested or that will become vested within 60 days.
- (2) Consists of (i) stock options to purchase 53,330 shares of common stock that are currently vested or that will become vested within 60 days and (ii) 15,000 shares of common stock to be issued upon the vesting restricted stock units within 60 days.
- (3) Consists of (i) 1,509 shares of common stock and (ii) currently exercisable warrants to acquire an additional 196 shares of common stock. Mr. Dec resigned as the Company's Chief Financial Officer effective as of August 20, 2021.
- (4) Consists of (i) 1,000 shares of common stock, (ii) stock options to purchase 50,000 shares of common stock that are currently vested or that will become vested within 60 days and (ii) 15,500 shares of common stock to be issued upon the vesting restricted stock units within 60 days.
- (5) Consists of (i) stock options to purchase 53,330 shares of common stock that are currently vested or that will become vested within 60 days and (ii) 15,000 shares of common stock to be issued upon the vesting restricted stock units within 60 days.
- (6) Consists of (i) stock options to purchase 53,330 shares of common stock that are currently vested or that will become vested within 60 days and (ii) 15,000 shares of common stock to be issued upon the vesting restricted stock units within 60 days.
- (7) Consists of (i) 68,750 shares of common stock, (ii) 5,000 shares of common stock owned by Mr. Schacht's child, and (iii) stock options to purchase 290,044 shares of common stock that are currently vested or that will become vested within 60 days.
- (8) See the beneficial ownership described in footnotes (1) through (7).

## MANAGEMENT

The Board of Directors of the Company, or the “Board,” are elected at the annual meeting of stockholders, and serve for the term for which each director is elected and until his or her successor is elected and qualified. Executive officers of the Company are elected by the Board, and serve for a term of one year and until their successors have been elected and qualified or until their earlier resignation or removal by the Board. There are no family relationships among any of the directors and executive officers of the Company. None of the executive officers or directors has been involved in any legal proceedings of the type requiring disclosure by the Company during the past ten years.

The following table sets forth the names and ages of all directors continuing in office, director nominees and executive officers of the Company and their respective positions with the Company as of the date of this Proxy Statement:

Name	Age	Position
<b><u>Directors</u></b>		
William E. Rhodes, III	68	Chairman of the Board of Directors
Mario Crovetto	69	Director
R. Donald Elsey	69	Director
Prabhavathi Fernandes, Ph.D.	73	Director
Oliver Schacht, Ph.D.	51	Chief Executive Officer and Director
<b><u>Other Executive Officers</u></b>		
Albert Weber	58	Chief Financial Officer and Corporate Secretary
Johannes Bacher	53	Chief Operating Officer

### **Board of Directors**

The following information summarizes, for each of our directors, his or her principal occupations and other public company directorships for at least the last five years and information regarding the specific experiences, qualifications, attributes and skills of such director:

**William E. Rhodes, III.** Mr. Rhodes has served on our Board since April 2020. Prior to that, Mr. Rhodes served as the Chairman of the Supervisory Board of Curetis N.V. since its Initial Public Offering (“IPO”) in 2015 until April 1, 2020. Mr. Rhodes is a healthcare executive with more than 30 years of experience in the healthcare industry. During his 14-year career at Becton, Dickinson and Company (BD, 1998-2012), Mr. Rhodes held several senior leadership positions, including roles as Worldwide President of BD Biosciences (2009-2011), a greater than \$1 billion revenue segment of BD. He was also an Executive Officer of BD, and was responsible for corporate strategy and merger and acquisition functions for all of BD’s businesses. Furthermore, he founded BD Ventures, the venture capital arm of Becton, Dickinson and Co. Prior to Becton Dickinson, he served in senior business development positions at Johnson & Johnson and Pfizer Inc. Mr. Rhodes also served as president at The William-James Co. and has a track record of over 20 successful acquisitions and divestitures. He was director of Andor Technologies plc (2013-2014), Paramit Corporation LLC (2014-2022), Omega Group plc (2013-2022) and was Chairman of the Supervisory Board of CytoSMART B.V. until its recent acquisition. He has served on the boards of Novocell Inc., Conticare Medical, Vitagen Inc., Collector Inc. and was also on the Boards of the California Healthcare Institute, BIO, the San Jose State University Research Foundation and Silicon Valley Leadership Group. He currently serves as director of Third Day Advisors LLC (since 2013), as Chairman of the Board of GENinCode plc, and as director of Nodexus Inc. and OncoDNA. He is a member of the Advisory Board of Cayuga Venture Fund (since 2013). Mr. Rhodes has a number of advisory roles with Cornell University, including serving on the Advisory Councils of the McGovern Family Center for Life Sciences (since 2013) and Entrepreneurship at Cornell (since 2015). He also was appointed to the Cornell College of Agriculture and Life Sciences Dean’s Council (2016) and served as a Venture Consultant for Cornell’s Blackstone Launchpad (2016) and is currently a Clinical Instructor (Honorary) with Weill Cornell Medicine’s Department of Population Health Sciences. Moreover, he is on the Editorial Board of the journal Clinical and Translational Medicine. Mr. Rhodes holds a Master’s degree in International Business from Seton Hall University and a BSc degree from Cornell University. He originated eleven U.S. patents for novel topical drugs and has been a lecturer on entrepreneurship in life sciences, innovation technology and M&A at Cornell University, Seton Hall University and San Jose State University. Mr. Rhodes’ extensive senior executive leadership experience in the life sciences industry and multiple board roles including Chairman of the Supervisory Board of Curetis N.V. qualifies him for service as Chairman of our Board.

**Mario Crovetto.** Mr. Crovetto has served on our Board since April 2020. He served as the Chairman of the Audit Committee of Curetis N.V. since its IPO in 2015 until April 2020. Since July 2021, Mr. Crovetto has served as the chief executive officer and a director of Ikonisys SA, a diagnostic company in the oncology space listed on Euronext Growth in Paris. He also is currently serving as an independent advisor on M&A and corporate projects, notably integrations, divestments and financings since 2011. From 1999 to 2011, he was the Chief Financial Officer (“CFO”) of Eurand NV (Specialty Pharmaceuticals), which he took public to Nasdaq in 2007. From 1990 to 1999, he held various senior business positions at Recordati (Pharmaceuticals), including VP of Corporate Development, Division Manager of Diagnostics and Chief Financial Officer. Prior to that, he held various positions at Montedison (Specialty Chemicals), Digital Equipment Corporation, Mobil and SIAR (Management Consulting). Mr. Crovetto’s extensive experience as a finance executive including his role as CFO of a publicly traded life sciences company as well as his previous role as Chairman of the audit committee at Curetis qualifies him for service on the Board and as a member of the Audit Committee.

**R. Donald Elsey.** Mr. Elsey has served on our Board since February 2019. Mr. Elsey is a biotechnology, life sciences and high technology industries veteran with extensive experience in international financial management and operations with both large cap and small cap companies. Most recently, he served as the CFO, Treasurer and Secretary of Lyra Therapeutics, Inc., where he retired at the end of 2021. Previously, he served as CFO of Senseonics, Inc., a position he has held from February 2015 to February 2019. Prior to Senseonics, he was CFO of Regado Biosciences Corporation. He has also served as CFO of LifeCell Corporation, a privately held regenerative medicine company, and as chief financial officer of Emergent Biosolutions, a biodefense company. He also has held senior financial positions at BioVeris Corporation, Igen, Inc. and PE Corporation (Applera). Mr. Elsey currently serves on the board of directors and audit committee for RegeneRx Biopharmaceuticals, Inc. and on the board of directors and treasurer for Cancer Support Community. He holds a B.A. degree in Economics and an M.B.A. in Finance from Michigan State University and is a Certified Management Accountant. Mr. Elsey's significant experience in senior financial positions at both public and privately held companies, and his experience as a board and audit committee member of a public reporting company qualifies him for service on the Board and as Chair of the Audit Committee.

**Prabhavathi Fernandes, Ph.D., FIDSA.** Dr. Fernandes has served on our Board since April 2020. Previously, she served as a member of the Curetis N.V. Supervisory Board from 2016 until April 1, 2020, and from 2006 until her retirement in 2016, served as President, Chief Executive Officer ("CEO") and director of Cemptra Inc., a company she founded. She has more than 40 years of pharmaceutical discovery, development and management experience having held executive leadership positions at pharmaceutical corporations including Bristol-Myers Squibb Pharmaceutical Research Institute, Abbott Laboratories and The Squibb Institute for Medical Research. After leaving Bristol-Myers Squibb in 1997, she founded and led four biotechnology and CRO companies as President, CEO and director, including Cemptra, DarPharma, Ricerca and Small Molecule Therapeutics. During her years in the pharmaceutical industry, she was directly involved with the development of 4 antibiotics for human use and 2 for animal/agricultural use. She is currently the Chairperson of National Biodefense Science Board (NBSB), the Chairperson of the Scientific Advisory Committee of the Global Antibiotic Research and Development Partnership (GARDP), a DNDi/WHO initiative, the Chairperson of the Clinical Antibacterial Pipeline advisory group for the WHO and member of the ACTIV NIH working group for therapeutics and vaccines for COVID-19. She is on the Board of Directors of Aelin Therapeutics and Ocugen and advises several other companies. She has authored numerous publications and several reviews, book chapters and currently serves as a section editor for Journal of Antibiotics. She obtained her undergraduate and Master's degree training in India, worked at the University of Ghent, Belgium in Immunochemistry, and received her Ph.D. in Microbiology from Thomas Jefferson University in Philadelphia. Dr. Fernandes' decades of experience in the biotechnology and pharmaceutical industry with specific expertise in anti-infectives as well as her extensive public company experience both as CEO and director qualifies her for service on our Board.

**Oliver Schacht, Ph.D.** Mr. Schacht is a corporate finance professional and expert in the molecular diagnostics industry who has served as our CEO and Director since April 2020. He served as CEO of Curetis N.V. from April 2011 until April 2020, and prior to that was a Supervisory Board Member of Curetis AG from mid-2010 until the end of the first quarter of 2011. He was a co-founder and CFO of Epigenomics AG (Berlin, Germany) and the CEO of Epigenomics Inc. (Seattle, USA). Mr. Schacht has extensive experience in developing and implementing commercial strategies and financing measures (including two initial public offerings), as well as in corporate finance, M&A transactions and alliance negotiations. During his time at Epigenomics AG (1999-2011), he headed all central business functions, including corporate finance, investor relations, PR, marketing and business development at the Berlin headquarters. Mr. Schacht also serves on the board of BIO Deutschland e.V. as President and previously as treasurer. He also serves as Vice chair of the ICBA and as an independent non executive supervisory board director of evorion biotechnologies GmbH. Mr. Schacht obtained his Diploma in European Business Administration at the European School of Business in Reutlingen and London in 1994 as well as a Master's degree and a Ph.D. at the University of Cambridge (UK). During his time at Mercer Management Consulting (now Oliver Wyman) from 1995 to 1999, he worked on projects in M&A, growth strategies and re-organization in the pharmaceutical, biotechnology and other industries. He has co-founded several start-up companies in biotech, IT and education in Europe and the United States. Mr. Schacht's significant experience in senior financial positions at both public and privately held companies, and his experience as a board member of a public reporting company qualifies him for service on the Board.

### **Executive Officers**

The following information summarizes, for each of our officers, his principal occupations and other employment for at least the last five years:

**Oliver Schacht, Ph.D.** See above under "Board of Directors."

**Albert Weber.** Mr. Weber is a corporate finance executive with more than 30 years of professional experience in accounting, controlling and corporate finance roles. During the last 21 years, he served in several roles of increasing responsibility for Epigenomics AG, a molecular diagnostics company listed on the Frankfurt Stock Exchange, with operations in the United States and Germany. Most recently, since January 2018, he served as Executive Vice President Finance of Epigenomics. From 2000 to December 2017, he served initially as Vice President and then as Senior Vice President Finance, Accounting and Controlling for the company. Prior to Epigenomics, Mr. Weber served as Corporate Controller for Pironet AG, a German information technology company. Mr. Weber received his Master's degree from the University of Cologne.

**Johannes Bacher.** Mr. Bacher has over 20 years of research and development and managerial experience along with extensive expertise in research and development, international project management, finance, human resources and legal affairs. Mr. Bacher has served as our Chief Operating Officer since April 2020. Prior to that, he managed for Curetis all research and development functions in engineering, software, in vitro diagnostics development, innovation and technology, intellectual property and clinical trial operations. Since co-founding Curetis in 2007, he has continuously served as Managing Director and Director Operations (Curetis AG, since 2008) and Chief Operations Officer (Curetis AG, since 2012; Curetis GmbH and publicly listed Curetis N.V. since 2015). Mr. Bacher has a degree in Electrical Engineering from the University of Stuttgart, Germany, and has previously held positions with Hewlett-Packard, Agilent Technologies and Philips Medical Systems.

## **Board and Board Committees**

The Company's Amended and Restated Bylaws provide that the Board, by resolution adopted by a majority of the whole Board, may designate one or more other committees, with each such committee to consist of two or more directors. As of the date of this Proxy Statement, the Board consists of five members. The Board annually elects from its members the Audit and Compensation Committees. The Board may also from time to time appoint ad hoc committees. Currently, the Board has not appointed a Nominating and Corporate Governance Committee. The Board believes the nominating and corporate governance responsibilities are best handled at this time by the full Board given its size.

The Board held five meetings and acted by unanimous written consent one time in 2021. Each director attended at least 75% of the aggregate of all meetings of the Board and the Committees on which each such director served in 2021. The Board encourages all directors to attend the Company's annual meeting of stockholders.

Each of the standing Committees of the Board operates pursuant to a written Committee Charter. Copies of these Charters can be obtained free of charge from the Corporate Governance portion of the Investors section of the Company's website, [www.opgen.com](http://www.opgen.com).

## **Independence of the Board of Directors**

The Board determines whether each of our directors is considered independent. For a director to be considered independent, the director must meet the independence standards under the Nasdaq listing standards. The Board must also affirmatively determine that the director has no relationship with the Company that would interfere with the director's exercise of independent judgment in carrying out the director's responsibilities. In addition to the Nasdaq listing standards, the Board will consider all relevant facts and circumstances in determining whether a director is independent. Based on the foregoing, the Board has determined that the following nominees and directors satisfy the independence requirements of Nasdaq: Messrs. Crovetto, Elsey and Rhodes, and Dr. Fernandes.

The Board currently consists of Messrs. Crovetto, Elsey, and Rhodes and Drs. Fernandes and Schacht. The members of the Committees of the Board as of the date of this Proxy Statement are:

<b>Name</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>
Mario Crovetto	X	X
R. Donald Elsey	Chair	–
Prabhavathi Fernandes	X	X
William E. Rhodes, III	–	Chair
Oliver Schacht, Ph.D.	–	–

## **Board Committees**

*Audit Committee:* As of the date of this Proxy Statement, Mr. Elsey (Chair), Mr. Crovetto and Dr. Fernandes serve on the Audit Committee. Our Board has determined that each member of the Audit Committee who served during 2021 and 2022 to date is "independent" and "financially literate" for Audit Committee purposes as such terms are defined in the rules of the Securities and Exchange Commission, or SEC, and the applicable rules of The Nasdaq Stock Market. Mr. Elsey is currently identified as an "audit committee financial expert" as defined in the rules of the SEC.

The Audit Committee held six meetings in 2021. Pursuant to its charter, the responsibilities of the Audit Committee include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing the audit plan with the independent registered public accounting firm and members of management responsible for preparing our financial statements;

- reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
- reviewing the adequacy of our internal control over financial reporting;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- reviewing the Company’s periodic reports to be filed with the SEC;
- recommending, based upon the Audit Committee’s review and discussions with management and the independent registered public accounting firm, whether our audited financial statements shall be included in our Annual Report on Form 10-K;
- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
- preparing the Audit Committee report required by SEC rules to be included in our annual proxy statement;
- overseeing our compliance with applicable legal and regulatory requirements;
- reviewing all related person transactions for potential conflict of interest situations and approving all such transactions; and
- reviewing quarterly earnings releases.

The following constitutes the report the Audit Committee made to the Board with respect to the Company’s 2020 financial statements:

**Report of the Audit Committee**

To the Board of Directors of OpGen, Inc.

Management is responsible for our internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing standards and to issue a report on our financial statements. Our responsibility is to monitor and oversee those processes. We hereby report to the Board that, in connection with the financial statements for the year ended December 31, 2021, we have:

- reviewed and discussed the audited financial statements with management and our independent registered public accounting firm;
- approved the appointment of our independent registered public accounting firm;
- reviewed and discussed with our independent registered public accounting firm the matters required to be discussed pursuant to the Public Company Accounting Oversight Board Auditing Standard No. 1301, “Communication with Audit Committees” and PCAOB Rule 3526, “*Communication with Audit Committees Concerning Independence*,” and
- received the written disclosures and the letter from our independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding our independent registered public accounting firm’s communications with the Audit Committee concerning independence, and discussed with our independent registered public accounting firm its independence.

Based on the discussions and our review discussed above, we recommended to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

Respectfully submitted,

The Audit Committee of OpGen, Inc.  
 Don Elsey, Chair  
 Mario Crovetto, Member  
 Dr. Prabhavathi Fernandes, Member  
 Date: March 23, 2022

*Compensation Committee:* The Company's Compensation Committee is currently comprised of Messrs. Crovetto and Rhodes and Dr. Fernandes, each of whom meets the Nasdaq listing standards for independence. Mr. Rhodes chairs the Compensation Committee. The Compensation Committee held five meetings. Pursuant to its charter, the duties of the Compensation Committee include:

- annually reviewing and recommending to our Board corporate goals and objectives, and determining the achievement thereof, relevant to the compensation of our Chief Executive Officer and other executive officers;
- evaluating the performance of our Chief Executive Officer in light of such corporate goals and objectives and recommending to our Board the compensation of our Chief Executive Officer;
- determining, or reviewing and recommending to our Board for approval, the compensation of our other executive officers;
- reviewing and establishing our overall management compensation philosophy and policy;
- overseeing and administering our compensation and similar plans;
- evaluating and assessing potential current compensation advisors in accordance with the independence standards identified in the applicable Nasdaq Stock Market rules;
- retaining and approving the compensation of any compensation advisors;
- reviewing and approving, or reviewing and recommending to our Board for approval, our policies and procedures for the grant of equity-based awards;
- determining or reviewing and making recommendations to our Board with respect to director compensation;
- preparing the compensation committee report required by SEC rules to be included in our annual proxy statement;
- reviewing and discussing with management the compensation discussion and analysis to be included in our annual proxy statement or Annual Report on Form 10-K; and
- reviewing and discussing with our Board corporate succession plans for the Chief Executive Officer and other key officers.

The Compensation Committee may delegate its authorities with respect to equity compensation to the Chief Executive Officer for employees, other than executive officers, and consultants. The Chief Executive Officer makes recommendations to the Compensation Committee with respect to the compensation of employees, including executive officers, other than himself. The Compensation Committee also has the authority and responsibility: (1) to review the fees paid to non-employee directors for service on the Board and its committees, and make recommendations to the Board with respect thereto; and (2) to review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The policy regarding compensation paid to non-employee directors is described in this Proxy Statement and posted on our website.

### **Nomination of Directors**

The full Board acts to evaluate, on an annual basis, the composition of the Board and the skills, qualifications, business attributes and experience of the existing Board members. The specific process for identifying and evaluating new directors, including stockholder-recommended nominees, if any, will vary based on an assessment of the then-current needs of the Board and the Company. The Board will determine the desired profile of a new director, the competencies we are seeking, including experience in one or more areas of need, as determined by the Board. Candidates will be evaluated in light of the target criteria chosen. See page 14 for a description of the process by which a stockholder can propose a candidate for consideration by the Board.

### **Board Diversity**

Although the Board does not have a formal diversity policy, in addition to the considerations described above, the Board considers race and gender diversity in selection of qualified candidates. The table below provides certain information regarding the diversity of our current Board members based on self-identification.

**Board Diversity Matrix  
(as of April 15, 2022)**

Total Number of Directors	5	
<b>Gender</b>	<u>Female</u>	<u>Male</u>
Directors	1	4
<b>Demographic Background</b>		
African American or Black	0	0
Alaskan Native or Native American	0	0
Asian	1	0
Hispanic or Latinx	0	0
Native Hawaiian or Pacific Islander	0	0
White	0	4
Two or More Races or Ethnicities	0	0
LGBTQ+	0	
Did Not Disclose Demographic Background	0	

**Board Leadership Structure**

We currently separate the positions of Chief Executive Officer and Chairman of the Board. Separating these positions allows our Chief Executive Officer to focus on day-to-day Company business, while allowing our Board Chairman to lead the Board in its fundamental role of providing advice to and independent oversight of management. Oliver Schacht, Ph.D. has served as our Chief Executive Officer since April 2020, and William E. Rhodes, III, one of our independent directors, has served as Board Chairman since April 2020.

The Board assesses this leadership structure on an annual basis to ensure the interests of the Company and its stockholders are best served. Our Board has determined that its current structure, with the separation of the Chairman and Chief Executive Officer roles, is in the best interests of the Company and its stockholders at this time. The Board determined that the current leadership structure would best enable the Chief Executive Officer to focus all of his time on running the operations and strategy of the business, allowing Chairman to focus on oversight and advice to the Chief Executive Officer and Executive Committee members and leadership team.

**Board Role in Risk Management**

Our Board oversees the management of risks inherent in the operation of our business and the implementation of our business strategies. Our Board performs this oversight role by using several different levels of review. In connection with its reviews of the operations and corporate functions of our Company, our Board addresses the principal risks associated with those operations and corporate functions. This includes risks relating to healthcare and regulatory matters and compliance needs of the organization. In addition, our Board reviews the risks associated with our Company's business strategies periodically throughout the year as part of its consideration of undertaking any such business strategies.

Each of our Board committees also oversees the management of our risk that falls within the committee's areas of responsibility. In performing this function, each committee has full access to management, as well as the ability to engage advisors. Our Chief Financial Officer is responsible for identifying, evaluating and implementing risk management controls and methodologies to address any identified financial statement-related risks and reporting the same to the Audit Committee. In connection with its risk management role, our Audit Committee meets privately with representatives from our independent registered public accounting firm, and privately with our Chief Financial Officer. The Audit Committee oversees the operation of our risk management program, including the identification of the principal risks associated with our business and periodic updates to such risks, and reports to our Board regarding these activities.

The Compensation Committee assesses the impact risks inherent in the annual and long-term incentive plans could have on the Company. After review, the Compensation Committee does not believe that the Company's executive compensation practices or programs are likely to have a material adverse effect on the Company.

**Delinquent Section 16(a) Reports**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors and persons who own more than 10% of the Company's outstanding common stock to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and any other equity securities of the Company. Directors, officers, and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely on a review of the Company's records and written representations by the persons required to file such reports, all filing requirements of Section 16(a) were satisfied with respect to the 2021 fiscal year.



## **Code of Ethics**

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A current copy of the code is posted on the Corporate Governance section of our website, which is located at [www.opgen.com](http://www.opgen.com). If we make any substantive amendments to, or grant any waivers from, the code of business conduct and ethics for any officer, we will disclose the nature of such amendment or waiver on our website or in a Current Report on Form 8-K.

## **Certain Relationships and Related Person Transactions**

Other than compensation arrangements we describe below, there were and are no transactions or series of similar transactions, during our last two fiscal years, to which we were a party or will be a party, in which: (i) the amounts involved exceeded or will exceed the lesser of \$120,000 or one percent of the average of the Company's total assets at year end for the past two completed fiscal years; and (ii) any of our directors, executive officers or holders of more than 5% of our capital stock, or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest.

Compensation arrangements for our directors and named executive officers are described elsewhere in this Proxy Statement.

## **Policies for Approval of Related Person Transactions**

We have adopted a written policy that transactions with directors, officers and holders of 5% or more of our voting securities and their affiliates, each, a related person, must be approved by our Audit Committee.

## **Communications with the Board of Directors**

Stockholders who want to communicate with members of the Board, including the independent directors, individually or as a group, should address their communications to the Board, the Board members or the Board committee, as the case may be, and send them to c/o Chair of the Audit Committee, OpGen, Inc., 9717 Key West Ave, Suite 100, Rockville, MD 20850. The Chair of the Audit Committee will forward all such communications directly to such Board members. Any such communications may be made on an anonymous and confidential basis.

There have been no changes to the procedures by which interested parties may communicate with the Board.

## **Procedures for Nominating a Director Candidate**

The Board considers nominations by stockholders who recommend candidates for election to the Board. The Board evaluates nominees recommended by stockholders in the same manner as it evaluates other nominees. A stockholder seeking to recommend a prospective candidate for the Board's consideration may do so by writing to the Corporate Secretary c/o OpGen, Inc., 9717 Key West Ave, Suite 100, Rockville, MD 20850. Recommendations submitted for consideration by the Board in preparation for the 2023 Annual Meeting of Stockholders must be received after the close of business on December [•], 2022, which is the 120th day prior to the first anniversary of the date on which this Proxy Statement was first made available to our stockholders in connection with this Annual Meeting, and no later than the close of business on January [•], 2023, which is the 90th day prior to the first anniversary of the date on which this Proxy Statement was first made available to our stockholders in connection with this Annual Meeting. If we change the date of the 2023 Annual Meeting of Stockholders by more than 30 days from the anniversary of this year's Annual Meeting, recommendations for director candidates must be received not later than the close of business on the tenth day following the earlier of the day on which notice of the date of the meeting was mailed and public disclosure was made.

Each notice of recommendation must contain the information required under our Amended and Restated Bylaws, including: (a) for each person whom the stockholder proposes to nominate for election or reelection as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for elections of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) as to the stockholder giving the notice, (i) the name and address, as they appear on the Company's books, of such stockholder and (ii) the class and number of shares of the Company which are owned beneficially and of record by such stockholder of record and by the beneficial owner, if any, on whose behalf the nomination is made; and (c) as to the beneficial owner, if any, on whose behalf the nomination is made, (i) the name and address of such person and (ii) the class and number of shares of the Company which are beneficially owned by such person. At the request of the Board, any person nominated by the Board for election as a director shall furnish to the Secretary of the Company that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee.

## EXECUTIVE COMPENSATION

We are currently a “smaller reporting company” as defined by Item 10 of the Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and have elected to provide in this Proxy Statement certain scaled disclosures permitted under the Exchange Act for smaller reporting companies.

### Executive Compensation Overview

Following the completion of the Company’s business combination transaction with Curetis GmbH in 2020, the Compensation Committee and the Board have worked with management to update the Company’s executive compensation program to (1) highlight the importance of equity-based compensation to the Named Executive Officers, (2) evaluate and assess the Company’s executive compensation relative to peer companies, and (3) utilize performance-based as a critical portion of total compensation.

The Company believes it is vital to link executive compensation to corporate performance and to create incentives for management to enhance Company value. In accordance with its compensation philosophy, the Company seeks to attract and retain employees through salary levels that are competitive with the local market and similarly situated companies but generally to follow the market rather than lead the market, particularly with respect to cash compensation, and offer attractive equity and cash-based incentive components to align compensation with Company performance objectives. In addition, given the Company’s early commercial stage, the Company believes it is important to emphasize equity compensation in order to help the Company retain cash and incentivize its employees. Consistent with that philosophy, the Company’s Chief Executive Officer and Chief Financial Officer voluntarily agreed to receive equity compensation in lieu of their 2021 cash performance-based bonus. The Company believes retaining such cash will help the Company continue to fund operations and achieve its goals while further aligning the interests of the Company and its management.

The Compensation Committee utilized third party services and data to compile relevant compensation from companies that are similarly situated to the Company. The Compensation Committee utilized such data to determine the base salary, bonus opportunity and equity compensation for our named executive officers.

### Summary Compensation Table for 2021 and 2020

Our named executive officers for 2021 are Oliver Schacht, Ph.D., our Chief Executive Officer, and Johannes Bacher, our Chief Operating Officer. We have also included Timothy C. Dec, our former Chief Financial Officer who resigned in August 2021, as a named executive officer. This table below provides disclosure, for the years ended December 31, 2021 and 2020 for our named executive officers.

Named Executive Officer and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (2)(\$)	Option Awards (2)(\$)	Non-Equity Incentive Plan Compensation (1) (3)(\$)	All Other Compensation (\$)	Total (\$)
Oliver Schacht, Ph.D (3)(4) Chief Executive Officer	2021	\$408,000	\$ -	\$ 148,025	\$ 127,591	\$ 187,068	\$ 5,131	\$ 875,815
	2020	\$306,000	\$ -	\$ -	\$ 531,863	\$ 190,000	\$ 69,869	\$ 1,121,158
Timothy C. Dec (5) Chief Financial Officer	2021	\$186,923	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 186,923
	2020	\$300,000	\$ 60,000	\$ -	\$ 177,288	\$ 110,000	\$ -	\$ 647,288
Johannes Bacher (3) Chief Operating Officer	2021	\$300,000	\$ -	\$ 81,175	\$ 69,969	\$ 96,525	\$ -	\$ 547,669
	2020	\$225,000	\$ -	\$ -	\$ 177,288	\$ 110,000	\$ -	\$ 512,288

(1) Represents annual incentive bonuses paid under an annual performance-based cash incentive plan. Corporate performance goals are established by the Compensation Committee for each year. The incentive bonuses are determined by the Compensation Committee based on the achievement of corporate performance goals. In lieu of cash incentive bonus, Mr. Schacht and Mr. Bacher have agreed to receive the value of their approved 2021 bonuses in the form of 249,390 and 128,682 restricted stock units, respectively, which were granted on April 1, 2022, with a value of \$0.7501 per share, the closing price of the Company’s common stock on March 31, 2022. The restricted stock units will vest completely on the one year anniversary of the grant and are subject to acceleration of vesting in connection with certain terminations of service.

(2) The “Stock Awards” column reflects the grant date fair value for all restricted stock units awarded under the Amended and Restated 2015 Incentive Plan (the “Plan”) during 2021. The “Option Awards” column reflects the grant date fair value for all stock option awards granted under the 2015 Incentive Plan and the 2020 Plans during 2021 and 2020, respectively. These amounts are determined in accordance with FASB Accounting Standards Codification 718 (ASC 718), without regard to any estimate of forfeiture for service vesting. Assumptions used in the calculation of the amounts in these columns for 2021 and 2020 are included in a footnote to the Company’s condensed consolidated audited financial statements for the year ended December 31, 2021, located in Item 8 of this Annual Report.

(3) Effective upon the consummation of the business combination transaction, and pursuant to the terms of the Implementation Agreement, Oliver Schacht, Ph.D., the former Chief Executive Officer of Curetis N.V., was appointed as the Chief Executive Officer of the Company, and Johannes Bacher was appointed as the Chief Operating Officer of the Company. Mr. Schacht’s 2020 annual base salary was \$408,000, which was pro-rated in 2020 for the period during which he served, which commenced on April 1, 2020. Mr. Bacher’s 2020 annual base salary was \$300,000, which was pro-rated in 2020 for the period during which he served, which commenced on April 1, 2020.

(4) Mr. Schacht’s “All Other Compensation” represents moving expenses reimbursed by the Company to Mr. Schacht in accordance with his employment agreement.

(5) Mr. Dec’s “Bonus” represents a transaction bonus paid to Mr. Dec in recognition of his efforts in connection with the closing of the Company’s transaction with Curetis GmbH in April 2020.

### **Agreements with Our Named Executive Officers**

#### **Retention Plan**

On September 21, 2018, the Board approved a Retention Plan for Executives, or the “Retention Plan.” The Company considers the establishment and maintenance of a sound and vital management team to be essential to protecting and enhancing the best interests of the Company and its stockholders. In this connection, the Company recognizes that, as is the case with many publicly held corporations, the possibility of a change in control may arise and that such possibility, and the uncertainty and questions which it may raise among management, may result in the departure or distraction of management personnel to the detriment of the Company and its stockholders. Accordingly, the Board has determined that appropriate steps should be taken to reinforce and encourage the continued attention and dedication of members of the Company’s management to their assigned duties without distraction in circumstances arising from the possibility of a change in control of the Company. The executive officers of the Company, as that term is defined under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, are the eligible participants in the Retention Plan, or the “Executives.” The Executives include Oliver Schacht, Albert Weber and Johannes Bacher, and, prior to his resignation, Timothy C. Dec.

The initial term of the Retention Plan was three (3) years. Its term is automatically extended for one (1) year terms thereafter unless the Company provides notice of termination to the Executives at least six (6) months before the termination date; provided, that if a change in control (as defined in the Retention Plan) does occur, the term is then set at two (2) years after the date of the change in control.

The Retention Plan provides for Units to be awarded to the Executives, which can be issued in fractional Units, with each Unit equal to one percent (1%) of the “transaction value” of a change in control transaction. A total of four Units are available for award under the Retention Plan. In 2021, the Board granted one Unit to each of Mr. Schacht, Mr. Dec and Mr. Bacher. Following Mr. Dec’s resignation, he ceases to be eligible to participate in the Retention Plan.

“Transaction value” means all economic value of a change in control transaction to the Company, including any debt or other obligations assumed by the surviving entity in the transaction, amounts paid to the Company or its stockholders, milestone payments, earn-outs and forgiveness of indebtedness. For purposes of this definition, (i) in the case of the sale, exchange or purchase of the Company’s equity securities, the total consideration paid for such securities (including amounts paid to holders of options, warrants and convertible securities), and (ii) in the case of a sale or disposition by the Company of assets, the total consideration paid for such assets, plus the net value of any current assets not sold by the Company.

The Units will vest and be payable only in the event an Executive has a “qualifying termination” during a defined change in control period, or remains employed by the Company or its successor at the termination date of the Retention Plan. A “qualifying termination” is a termination without cause by the Company or a termination for good reason by the Executive in the change in control period that spans from six (6) months before the change in control to the second anniversary after the change in control consummation.

The Retention Plan is binding on any successor to the Company.

## Employment Agreements

### *Oliver Schacht*

On October 29, 2020, the Company entered into an Executive Employment Agreement with Oliver Schacht, Ph.D., the Company's Chief Executive Officer. The employment agreement superseded the (1) Management Services Agreement, dated as of April 2, 2020, by and between the Company and Mr. Schacht, and (2) the Managing Director's Employment Contract, dated as of August 6, 2020, by and between Curetis GmbH, a wholly-owned subsidiary of the Company, and Mr. Schacht (collectively, the "Prior Agreements"), each of which were terminated, except as expressly provided in the Mr. Schacht's employment agreement.

Consistent with the Prior Agreements, Mr. Schacht's employment agreement provides that Mr. Schacht will receive an annual base salary of \$408,000 per year and will be eligible to receive an annual bonus of up to \$285,600, or seventy percent (70%) of the base salary. The annual bonus opportunity will be based on key performance metrics established by the Board of Directors of the Company. Mr. Schacht will be entitled to participate in the Company's standard equity incentive and benefits plans.

The employment agreement extends through September 1, 2021, unless sooner terminated in accordance with its terms. Thereafter, the employment agreement automatically renews for successive one year terms, unless either party provides notice of termination at least three months before the commencement of any renewal term. Under the employment agreement, Mr. Schacht is subject to customary restrictive covenants, including a requirement not to compete with the Company while the employment agreement is in effect.

Pursuant to the employment agreement, if Mr. Schacht is terminated without cause or his employment is voluntarily terminated for good reason, or during a change in control, he will receive (a) his annual base salary for a period of twelve (12) months, (b) acceleration of any outstanding options, restricted stock units, or equity awards, and (c) reimbursement for the cost of continued healthcare coverage for up to six (6) months. If the Company provides timely notice of a non-renewal of the employment agreement, Mr. Schacht is entitled to receive (a) severance for a period of nine (9) months, and (b) reimbursement for the cost of continued healthcare coverage for up to nine (9) months following expiration of the Agreement. All severance payments are contingent on Mr. Schacht's signing and not revoking a release of claims and compliance with the terms of the Employment Agreement.

### *Johannes Bacher*

On April 6, 2020, the Company entered into a Managing Director's Employment Contract with Mr. Bacher, pursuant to which he will serve as the Chief Operating Officer of the Company. Mr. Bacher's employment agreement provides that Mr. Bacher will receive a base salary of \$300,000 per year and will be eligible to receive an annual bonus of up to forty-five percent (45%) of the base salary. The annual bonus opportunity will be based on key performance metrics established by the Board and the Compensation Committee. Mr. Bacher will also be entitled to participate in the Company's 2015 Equity Incentive Plan, under which awards will be made consistent with the timing made to the Company's other officers.

In the event of a change of control (as defined in the Mr. Bacher's employment agreement), Mr. Bacher will have a one-time right to terminate his employment agreement upon three-months' notice. In the event of such termination of Mr. Bacher's employment agreement, Mr. Bacher is entitled to his salary and variable annual bonus for a period of six months after the end of the agreement.

Pursuant to his employment agreement, Mr. Bacher is subject to customary restrictive covenants, including a requirement not to compete with the Company and its affiliates anywhere in the world for a period of two years after termination of the agreement.

### *Albert Weber*

Effective January 1, 2022, the Company entered into a Managing Director's Employment Contract with Mr. Weber, pursuant to which he will serve as the Chief Financial Officer of the Company. Mr. Weber's employment agreement provides that Mr. Weber will receive a base salary of \$300,000 per year and will be eligible to receive an annual bonus of up to forty-five percent (45%) of the base salary. The annual bonus opportunity will be based on key performance metrics established by the Board and the Compensation Committee. Mr. Weber will also be entitled to participate in the Company's 2015 Equity Incentive Plan, under which awards will be made consistent with the timing made to the Company's other officers.

In the event of a change of control (as defined in the Mr. Weber's employment agreement), Mr. Weber will have a one-time right to terminate his employment agreement upon three-months' notice. In the event of such termination of Mr. Weber's employment agreement, Mr. Weber is entitled to his salary and variable annual bonus for a period of six months after the end of the agreement.

Pursuant to his employment agreement, Mr. Bacher is subject to customary restrictive covenants, including a requirement not to compete with the Company and its affiliates anywhere in the world for a period of two years after termination of the agreement.

In addition, upon commencement of employment on January 1, 2022, Mr. Weber was awarded 210,000 options to purchase common stock that will vest over four years in accordance with the terms of the Company's 2015 Equity Incentive Plan.

### *Timothy C. Dec*

On September 24, 2018, the Company amended its Executive Change In Control and Severance Benefits Agreement with Timothy C. Dec, our former Chief Financial Officer. Mr. Dec could have been entitled to certain severance benefits in the event of certain terminations under such agreement in connection with a termination without cause or a termination for good reason. However, effective as of August 20, 2021, Mr. Dec resigned from the Company to pursue a separate opportunity.

For purposes of the Agreements and the Retention Plan, the following terms have the following meanings (where applicable):

“cause” means (i) executive’s commission of a felony; (ii) any act or omission of executive constituting dishonesty, fraud, immoral or disreputable conduct that causes material harm to the Company; (iii) executive’s violation of Company policy that causes material harm to the Company; (iv) executive’s material breach of any written agreement between executive and the Company which, if curable, remains uncured after notice; or (v) executive’s breach of fiduciary duty. The termination of executive’s employment as a result of the death or disability is not deemed to be a termination without cause.

“change in control” means:

(i) a transaction or series of transactions (other than an offering of common stock to the general public through a registration statement filed with the SEC) whereby any “person” or related “group” of “persons” (as such terms are used in Sections 13(d) and 14(d)(2) of the Exchange Act (other than the Company, any of its subsidiaries, an employee benefit plan maintained by the Company or any of its subsidiaries or a “person” that, prior to such transaction, directly or indirectly controls, is controlled by, or is under common control with, the Company) directly or indirectly acquires beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of securities of the Company possessing more than 50% of the total combined voting power of the Company’s securities outstanding immediately after such acquisition; or

(ii) the consummation by the Company (whether directly involving the Company or indirectly involving the Company through one or more intermediaries) of (x) a merger, consolidation, reorganization, or business combination or (y) a sale or other disposition of all or substantially all of the Company’s assets in any single transaction or series of related transactions or (z) the acquisition of assets or stock of another entity, in each case other than a transaction: (1) which results in the Company’s voting securities outstanding immediately before the transaction continuing to represent (either by remaining outstanding or by being converted into voting securities of the Company or the person that, as a result of the transaction, controls, directly or indirectly, the Company or owns, directly or indirectly, all or substantially all of the Company’s assets or otherwise succeeds to the business of the Company (the Company or such person, the Successor) directly or indirectly, at least a majority of the combined voting power of the Successor’s outstanding voting securities immediately after the transaction, and (2) after which no person or group beneficially owns voting securities representing 50% or more of the combined voting power of the Successor; provided, however, that no person or group shall be treated for purposes of this definition as beneficially owning 50% or more of the combined voting power of the Successor solely as a result of the voting power held in the Company prior to the consummation of the transaction; or

(iii) the Company’s stockholders approve a liquidation or dissolution of the Company.

“good reason” means any of the following, without executive’s consent: (i) a material diminution of executive’s responsibilities or duties (provided, however, that the acquisition of the Company and subsequent conversion of the Company to a division or unit of the acquiring company will not by itself be deemed to be a diminution of executive’s responsibilities or duties); (ii) material reduction in the level of executive’s base salary (and any such reduction will be ignored in determining executive’s base salary for purposes of calculating the amount of severance pay); (iii) relocation of the office at which executive is principally based to a location that is more than fifty (50) miles from the location at which executive performed his duties immediately prior to the effective date of a change in control; (iv) failure of a successor in a change in control to assume the severance agreement; or (v) the Company’s material breach of any written agreement between executive and the Company. Notwithstanding the foregoing, any actions taken by the Company to accommodate a disability of executive or pursuant to the Family and Medical Leave Act shall not be a good reason for purposes of the agreement. Additionally, before executive may terminate employment for a good reason, executive must notify the Company in writing within thirty (30) days after the initial occurrence of the event, condition or conduct giving rise to good reason, the Company must fail to remedy or cure the alleged good reason within the thirty (30) day period after receipt of such notice if capable of being cured within such thirty-day period, and, if the Company does not cure the good reason (or it is incapable of being cured within such thirty-day period), then executive must terminate employment by no later than thirty (30) days after the expiration of the last day of the cure period (or, if the event condition or conduct is not capable of being cured within such thirty-day period, within thirty (30) days after initial notice to the Company of the violation). Transferring executive’s employment to a successor is not itself good reason to terminate employment under the agreement, provided, however, that subparagraphs (i) through (v) above shall continue to apply to executive’s employment by the successor. This definition is intended to constitute a “substantial risk of forfeiture” as defined under Treasury Regulation 1.409A-1(d).

## Outstanding Equity Awards at Fiscal Year-End Table—2021

The following table shows the outstanding equity awards held by the named executive officers as of December 31, 2021.

Name	OPTION AWARDS					STOCK AWARDS			
	(1) Number of Securities Underlying Unexercised Options Exercisable	(1) Number of Securities Underlying Unexercised Options Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Stock that have not Vested	Market Value of Shares of Stock that have not Vested (\$)(2)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights that have not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or other Rights that have not Vested (\$)(2)
Oliver Schacht (3)	9,590	-	-	73.68	6/16/2026	77,500	77,500	-	-
	5,610	-	-	8.56	6/16/2026	-	-	-	-
	630,000	393,750	-	2.12	9/30/2030	-	-	-	-
	77,500	77,500	-	1.91	3/03/2031	-	-	-	-
Johannes Bacher (4)	9,590	-	-	73.68	6/16/2026	42,500	42,500	-	-
	3,836	-	-	8.56	6/16/2026	-	-	-	-
	210,000	131,250	-	2.12	4/24/2024	-	-	-	-
	42,500	42,500	-	1.91	3/03/2031	-	-	-	-
Timothy Dec (5)	-	-	-	-	-	-	-	-	-

- The standard vesting schedule for all stock option grants is vesting over four years with twenty-five percent (25%) vesting on the first anniversary of the date of grant and six and one-quarter percent (6.25%) vesting on the last day of the next fiscal quarter over three years.
- Calculated based on the closing price of the common stock the Nasdaq Capital Market on December 31, 2021 of \$1.00 per share.
- Mr. Schacht's awards on July 1, 2016 (9,590 shares) and July 1, 2019 (5,610 shares), were Curetis ESOP shares assumed by OpGen as part of the Business Combination. These awards vest over three years with thirty three percent (33%) vesting on the first anniversary of the date of grant and one twenty-fourth (4.2%) vesting monthly over the next two years. Mr. Schacht was granted stock option awards on September 30, 2020 (630,000) which vest over four years with twenty-five percent (25%) vesting on the first anniversary of the date of grant and six and one-quarter percent (6.25%) vesting on the quarterly anniversary of the first vesting date thereafter over the next three years. Mr. Schacht was granted stock option awards on March 3, 2021 (77,500) which vest over two years with fifty (50%) vesting annually. Mr. Schacht was granted restricted stock units on March 3, 2021 (77,500) which vest over two years with fifty (50%) vesting annually.
- Mr. Bacher's awards on July 1, 2016 (9,590 shares) and July 1, 2019 (3,836 shares), were Curetis ESOP shares assumed by OpGen as part of the Business Combination. These awards vest over three years with thirty three percent (33%) vesting on the first anniversary of the date of grant and one twenty-fourth (4.2%) vesting monthly over the next two years. Mr. Bacher was granted stock option awards on September 30, 2020 (210,000) which vest over four years with twenty-five percent (25%) vesting on the first anniversary of the date of grant and six and one-quarter percent (6.25%) vesting on the quarterly anniversary of the first vesting date thereafter over the next three years. Mr. Bacher was granted stock option awards on March 3, 2021 (42,500) which vest over two years with fifty (50%) vesting annually. Mr. Bacher was granted restricted stock units on March 3, 2021 (42,500) which vest over two years with fifty (50%) vesting annually.
- Mr. Dec resigned effective as of August 20, 2021.

### Director Compensation

Following the consummation of our business combination transaction with Curetis N.V., in May 2020, our Board of Directors reviewed our non-employee director compensation plan and adopted certain revisions to the cash compensation provided to the Company's non-employee directors for their service on the Board and its committees. As revised, each non-employee director receives an annual cash retainer of \$25,000, or, with respect to the Chairman of the Board, \$75,000, plus additional annual cash compensation for the Board and committee chairs (\$15,000 for Audit Committee and \$12,000 for Compensation Committee) and for committee members (\$7,000 for Audit Committee and \$6,000 for Compensation Committee). In addition, each new non-employee director receives an initial equity grant and each non-employee director receives an annual equity grant. Under such program, each non-employee director receives an initial grant of 30,000 restricted stock units and an annual grant to non-employee directors of 15,000 restricted stock units. All such awards are made under the 2015 Plan. The annual equity award may be pro-rated in the first year of service depending on when the non-employee director joins the Board or may be deferred until the following year.

On August 5, 2020, the Board approved, and stockholders subsequently approved, the 2020 Stock Option grants under the 2020 Stock Options Plan. The 2020 Stock Option provided for the grant to each of our non-employee directors a one-time stock option to purchase 50,000 shares of the Company's common stock.

Dr. Schacht does not receive additional compensation for his service on the Board. See "Summary Compensation Table" for their 2021 compensation.

Compensation for the non-employee directors for the year ended December 31, 2021 was:

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Stock Awards (\$)(1)</b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Mario Crovetto(2)	\$ 45,500	\$ 34,350	\$ —	\$ 79,850
R. Donald Elsey(2)	\$ 43,500	\$ 34,350	\$ —	\$ 77,850
Dr. Prabhavathi Fernandes(2)	\$ 41,500	\$ 34,350	\$ —	\$ 75,850
William E. Rhodes, III(2)	\$ 90,500	\$ 34,350	\$ —	\$ 124,850

- (1) The “Stock Awards” column reflects the grant date fair value for all restricted stock awards granted under the 2015 Stock Options Plan during 2021. These amounts are determined in accordance with FASB Accounting Standards Codification 718 (ASC 718), without regard to any estimate of forfeiture for service vesting.
- (2) As of December 31, 2021, the non-employee directors held the following vested stock options: Rhodes (53,330), Crovetto (53,330), Elsey (50,000), and Fernandes (53,330)

### **Compensation Risk Assessment**

We believe that although a portion of the compensation provided to our executive officers and other employees is performance-based, our executive compensation program does not encourage excessive or unnecessary risk taking. This is primarily due to the fact that our compensation programs are designed to encourage our executive officers and other employees to recognize and support both short-term and long-term strategic goals, in particular in connection with our pay-for-performance compensation philosophy. As a result, we do not believe that our compensation programs are reasonably likely to have a material adverse effect on us.

### **Employee Incentive Plans**

The following table shows, as of December 31, 2021, the Company’s equity compensation plans under which the Company’s equity securities are authorized for issuance:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights(1)</b>	<b>Weighted average exercise price of outstanding options, warrants and rights(2)</b>	<b>Number of securities remaining available for future issuance</b>
Equity compensation plans approved by security holders	1,999,613	\$ 6.88	465,586
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>1,999,613</b>	<b>\$ 6.88</b>	<b>465,586</b>

- (1) Includes 286,264 outstanding restricted stock units for which there is no exercise price.
- (2) Includes the weighted-average exercise price of stock options and warrants only.

### **2008 Plan**

Our 2008 Stock Option and Restricted Stock Plan, as amended, or 2008 Plan, was approved by our Board and stockholders in April 2008; subsequent increases in the number of shares available for awards under the 2008 Plan were approved by our Board and stockholders in January 2009, February 2011, March 2012, December 2012, April 2014 and October 2014. A total of 57,911 shares of our common stock are reserved for issuance under the 2008 Plan.

The 2008 Plan provided for the grant of stock options and restricted stock awards. The Compensation Committee determined the time or times at which a stock option will vest or become exercisable and the terms on which such option will remain exercisable. The Compensation Committee determined the conditions and restrictions and purchase price, if any, for grants or sales or restricted stock to plan participants. The Compensation Committee may also at any time accelerate the vesting or exercisability of an award.

Under the 2008 Plan, in the event of any dissolution or liquidation of the Company, the sale of all or substantially all of the Company’s assets, or the merger or consolidation of the Company where the Company is not the surviving entity or which results in the acquisition of all or substantially all of the Company’s then outstanding common stock, the Compensation Committee may: (a) provide for the assumption or substitution of some or all of the outstanding awards; (b) provide for a cash-out payment; or (c) in the case there is no assumption, substitution or cash-out, provide that all awards not exercised or awards providing for the future delivery of common stock will terminate upon the closing of the transaction.

Following our 2015 Equity Incentive Plan, or 2015 Plan, becoming effective, no further grants have been or will be made under our 2008 Plan.

## **2015 Plan**

The 2015 Plan provides for the granting of incentive stock options within the meaning of Section 422 of the Code to employees and the granting of non-qualified stock options to employees, non-employee directors and consultants. The 2015 Plan also provides for grants of restricted stock, restricted stock units, stock appreciation rights, dividend equivalents and stock payments to employees, non-employee directors and consultants. The 2015 Plan was amended by the Compensation Committee in February 2017 to revise the provisions with respect to net settlement of awards in response to change in regulations, and to establish standard periods for exercise of vested stock options following termination of service events.

*Administration.* The Compensation Committee administers the 2015 Plan, including the determination of the recipient of an award, the number of shares or amount of cash subject to each award, whether an option is to be classified as an incentive stock option or non-qualified stock option, and the terms and conditions of each award, including the exercise and purchase prices and the vesting and duration of the award. Our Board may appoint one or more separate committees of our Board, each consisting of one or more members of our Board, to administer our 2015 Plan with respect to employees who are not subject to Section 16 of the Exchange Act. Subject to applicable law, our Board may also authorize one or more officers to designate employees, other than employees who are subject to Section 16 of the Exchange Act, to receive awards under our 2015 Plan and/or determine the number of such awards to be received by such employees subject to limits specified by our Board.

*Authorized shares.* Under our 2015 Plan, the aggregate number of shares of our common stock authorized for issuance may not exceed (1) 54,200 plus (2) the sum of the number of shares subject to outstanding awards under the 2008 Plan as of the 2015 Plan's effective date that are subsequently forfeited or terminated for any reason before being exercised or settled, plus the number of shares subject to vesting restrictions under the 2008 Plan on the 2015 Plan's effective date that are subsequently forfeited. In addition, the number of shares that have been authorized for issuance under the 2015 Plan are automatically increased on the first day of each fiscal year beginning on January 1, 2016 and ending on (and including) January 1, 2025, in an amount equal to the lesser of (i) 4% of the outstanding shares of our common stock on the last day of the immediately preceding fiscal year, and (ii) another lesser amount determined by our Board. As of April 14, 2021, 1,117,136 shares remain available for future awards under the 2015 Plan.

Shares subject to awards granted under the 2015 Plan that are forfeited or terminated before being exercised or settled, or are not delivered to the participant because such award is settled in cash, will again become available for issuance under the 2015 Plan. However, shares that have actually been issued shall not again become available unless forfeited. No more than 160,000 shares may be delivered upon the exercise of incentive stock options granted under the 2015 Plan.

### **Types of Awards**

*Stock options.* A stock option is the right to purchase a certain number of shares of stock, at a certain exercise price, in the future. Under our 2015 Plan, incentive stock options and non-qualified options must be granted with an exercise price of at least 100% of the fair market value of our common stock on the date of grant. Incentive stock options granted to any holder of more than 10% of our voting shares must have an exercise price of at least 110% of the fair market value of our common stock on the date of grant. The stock option agreement specifies the date when all or any installment of the option is to become exercisable. Payment of the exercise price may be made in cash or, if provided for in the stock option agreement evidencing the award, (1) by surrendering, or attesting to the ownership of, shares which have already been owned by the optionee, (2) by delivery of an irrevocable direction to a securities broker to sell shares and to deliver all or part of the sale proceeds to us in payment of the aggregate exercise price, (3) by a "net exercise" arrangement, or (4) by any other form that is consistent with applicable laws, regulations and rules.

*Restricted stock.* Restricted stock is a share award that may be subject to vesting conditioned upon continued service, the achievement of performance objectives or the satisfaction of any other condition as specified in a restricted stock agreement. Participants who are granted restricted stock awards generally have all of the rights of a stockholder with respect to such stock, other than the right to transfer such stock prior to vesting.

*Restricted stock units.* Restricted stock units give recipients the right to acquire a specified number of shares of stock at a future date upon the satisfaction of certain conditions, including any vesting arrangement, established by our Compensation Committee and as set forth in a restricted stock unit agreement. Unlike restricted stock, the stock underlying restricted stock units will not be issued until the restricted stock units have vested and are settled, and recipients of restricted stock units generally will have no voting or dividend rights prior to the time the vesting conditions are satisfied and the award is settled.

*Dividend equivalents.* At our Compensation Committee's discretion, performance-based restricted stock or restricted stock unit awards may provide for the right to dividend equivalents. Subject to the terms of the 2015 Plan, our Compensation Committee will determine the terms and conditions of any stock unit award, which will be set forth in a stock unit agreement to be entered into between us and each recipient.

*Stock appreciation rights.* Stock appreciation rights typically will provide for payments to the recipient based upon increases in the price of our common stock over the exercise price of the stock appreciation right. The exercise price of a stock appreciation right will be determined by our Compensation Committee, which shall not be less than the fair market value of our common stock on the date of grant. Our Compensation Committee may elect to pay stock appreciation rights in cash or in common stock or in a combination of cash and common stock.

*Performance-based awards.* Awards under our 2015 Plan may be made subject to the attainment of performance goals.



## **Other Plan Features**

*No Transfer.* Unless the agreement evidencing an award expressly provides otherwise, no award granted under the 2015 Plan may be transferred in any manner (prior to the vesting and lapse of any and all restrictions applicable to shares issued under such award), other than by will or the laws of descent and distribution, provided, however, that an incentive stock option may be transferred or assigned only to the extent consistent with Section 422 of the Code.

*Adjustments.* In the event of a recapitalization, stock split or similar capital transaction, our Compensation Committee will make appropriate and equitable adjustments to the number of shares reserved for issuance under the 2015 Plan, the limitations regarding the total number of shares underlying awards given to an individual participant in any calendar year, the number of shares that can be issued as incentive stock options, the number of shares subject to outstanding awards and the exercise price under each outstanding option or stock appreciation right.

*Change in Control.* If we are involved in a merger or other reorganization, outstanding awards will be subject to the agreement of merger or reorganization. Such agreement will provide for (1) the continuation of the outstanding awards by us if we are the surviving corporation, (2) the assumption or substitution of the outstanding awards by the surviving corporation or its parent or subsidiary, (3) immediate vesting, exercisability and settlement of the outstanding awards followed by their cancellation, or (4) settlement of the intrinsic value of the outstanding awards (whether or not vested or exercisable) in cash, cash equivalents, or equity (including cash or equity subject to deferred vesting and delivery consistent with the vesting restrictions applicable to such award or the underlying shares) followed by cancellation of such awards.

*Termination or Amendment.* Our Board may amend or terminate the 2015 Plan at any time, subject to stockholder approval where required by applicable law. Any amendment or termination may not materially impair the rights of holders of outstanding awards without their consent. No incentive stock option may be granted after the tenth anniversary of the date the 2015 Plan was adopted by our Board.

*Effective Date.* The 2015 Plan was initially adopted by our Board and subsequently approved by our stockholders in April 2015. The 2015 Plan became effective on May 4, 2015. Awards may be granted under the 2015 Plan until April 1, 2025.

## **Amended and Restated Stock Option Plan**

In connection with the consummation of the Company's business combination transaction with Curetis N.V., on April 1, 2021, the Company assumed and adopted the 2016 Stock Option Plan, as amended, of Curetis N.V., the former parent company of Curetis GmbH. The Company assumed the 2016 Stock Option Plan as the Amended and Restated Stock Option Plan of the Company (the "A&R Plan"). In connection with the foregoing, the Company assumed all awards thereunder that were outstanding as of April 1, 2020 and converted such awards into options to purchase shares of common stock of the Company pursuant to the terms of the applicable award.

The A&R Plan provides for the grant of stock options, which are the right to purchase a certain number of shares of stock, at a certain exercise price, in the future. The stock option agreement specifies the date when all or any installment of the option is to become exercisable. The Compensation Committee administers the A&R Plan, including taking all actions required or advisable for the administration and proper implementation of the A&R Plan; interpreting the A&R Plan unless specifically provided otherwise in the A&R Plan; and making all other decisions necessary or advisable to enable the administration and proper implementation of the A&R Plan. Under the A&R Plan, the aggregate number of shares of our common stock authorized for issuance shall not exceed 134,256. Following the assumption of the A&R Plan, no further grants have been or will be made under the A&R Plan.

Under the A&R Plan, in the event of a "change in control", as defined in the A&R Plan, all the outstanding options will vest fully at the date of the change in control. However, in the event of a change in control due to a sale, merger, sale of substantially all of the assets or consolidation of the Company, all the outstanding options will be addressed in the applicable acquisition agreement. Such agreement may at the sole discretion of the Compensation Committee and without the approval or the advice of the optionees being required, provide the following: (1) the continuation of the outstanding options by the Company (if the Company is the company that continues to exist); (2) the take-over of the A&R Plan and the outstanding options by the acquiring company or the company that continues to exist, or its parent company; (3) the replacement of the outstanding options by new option rights with conditions that are equivalent to the conditions of the outstanding options by the acquiring company or the company that continues to exist, or its parent company; or (4) the cancellation of each outstanding option in return for payment to the optionee of an amount per option equal to the difference between the fair market value of the common stock of the Company at the time of the closing under the purchase, merger, or consolidation agreement less the option price.

Except as expressly provided for under the A&R Plan, the awards granted under the A&R Plan may not be sold, assigned, transferred, pledged, mortgaged or otherwise disposed of. The Compensation Committee and the Board may alter, amend or terminate the Plan or any part thereof at any time and from time to time, provided, however, that no such alteration or amendment shall adversely affect the rights relating to any options granted or shares acquired upon exercise of options prior to that time.

### **2020 Stock Options Plan**

The 2020 Stock Options Plan was approved by stockholders at the 2020 Annual Meeting of Stockholders and were granted on the date thereof. The 2020 Stock Options were granted with an exercise price equal to the fair market value of the common stock on the date of grant, or \$2.12. No shares remain available for future awards under the 2020 Stock Options Plan. The following sets forth the principal terms of, and constitutes, the 2020 Stock Options Plan.

*Administration.* The Compensation Committee will administer the 2020 Stock Options Plan, including, whether, for U.S. taxpayer employees, an option is to be classified as an incentive stock option or non-qualified stock option.

*Authorized shares.* The aggregate number of shares of our common stock authorized for issuance is 1,300,000 shares of common stock. Shares subject to awards granted under the 2020 Stock Options Plan that are forfeited or terminated before being exercised will not be available for re-issuance under the 2020 Stock Options Plan. No more than 500,000 shares may be delivered upon the exercise of incentive stock options granted under the 2020 Stock Options Plan.

*Stock options.* A stock option is the right to purchase a certain number of shares of stock, at a certain exercise price, in the future. Under our 2020 Stock Options Plan, incentive stock options and non-qualified options must be granted with an exercise price of at least 100% of the fair market value of our common stock on the date of grant. Incentive stock options granted to any holder of more than 10% of our voting shares must have an exercise price of at least 110% of the fair market value of our common stock on the date of grant. The stock option agreement specifies the date when all or any installment of the option is to become exercisable. For non-employee directors payment of the exercise price must be made in cash. For executive officers, payment of the exercise price may be made in cash or, if provided for in the stock option agreement evidencing the award, (1) by surrendering, or attesting to the ownership of, shares which have already been owned by the optionee, (2) by delivery of an irrevocable direction to a securities broker to sell shares and to deliver all or part of the sale proceeds to us in payment of the aggregate exercise price, (3) by a "net exercise" arrangement, or (4) by any other form that is consistent with applicable laws, regulations and rules.

*No Transfer.* No award granted under the 2020 Stock Options Plan may be transferred in any manner, other than by will or the laws of descent and distribution, provided, however, that an incentive stock option may be transferred or assigned only to the extent consistent with Section 422 of the Code.

*Adjustments.* In the event of a recapitalization, stock split or similar capital transaction, the Compensation Committee will make appropriate and equitable adjustments to the number of shares reserved for issuance under the 2020 Stock Options Plan, the number of shares that can be issued as incentive stock options, the number of shares subject to outstanding awards and the exercise price under each outstanding stock option.

*Change in Control.* If we are involved in a merger or other reorganization, outstanding awards will be subject to the agreement of merger or reorganization. Such agreement will provide for (1) the continuation of the outstanding awards by us if we are the surviving corporation, (2) the assumption or substitution of the outstanding awards by the surviving corporation or its parent or subsidiary, (3) immediate vesting, exercisability and settlement of the outstanding awards followed by their cancellation, or (4) settlement of the intrinsic value of the outstanding awards (whether or not vested or exercisable) in cash, cash equivalents, or equity (including cash or equity subject to deferred vesting and delivery consistent with the vesting restrictions applicable to such award or the underlying shares) followed by cancellation of such awards.

*Termination or Amendment.* The 2020 Stock Options Plan can be terminated by the Board of Directors or Compensation Committee at any time, and, subject to stockholder approval where required by applicable law, can be amended. Any amendment or termination may not materially impair the rights of holders of outstanding awards without their consent.

*Effective Date.* The 2020 Stock Options Plan became effective upon approval by the stockholders at the 2020 Annual Meeting of Stockholders. The 2020 Stock Options Plan will terminate upon the expiration or termination of the last outstanding award.

*Awards to Non-Employee Directors.* The 2020 Stock Options granted to the members of the Board have a one-year vesting schedule, vesting quarterly in equal installments on the first day of each three month period as long as the director is providing services to the Company on each such vesting date. The term of such stock options is ten (10) years after the date of grant; provided, however, that any unvested stock options will expire if the director ceases providing services to the Company, and a departing director will have ninety (90) days to exercise vested stock options after the director ceases providing services to the Company.

*Awards to Executive Officers.* The 2020 Stock Options granted to the executive officers have a four year vesting schedule, vesting 25% on the first anniversary of the date of grant and the remaining options vesting 6.25% on the quarterly anniversary of the first vesting date for a period of three years, as long as the executive officer continues providing services to the Company on each such vesting date. The term of such stock options is ten (10) years after the date of grant; provided, however, that any unvested stock options will expire if the executive officer ceases providing services to the Company, and a departing officer will have ninety (90) days to exercise vested stock options after the executive officer ceases providing services to the Company.

## PROPOSALS TO BE ACTED UPON AT THE ANNUAL MEETING

### PROPOSAL NO. ONE – ELECTION OF DIRECTORS

#### Nominees for Election of Directors

The Board is nominating five of the five current directors, William E. Rhodes, III, Mario Crovetto, R. Donald Elsey, Dr. Prabhavathi Fernandes and Oliver Schacht, Ph.D. for re-election to the Board. Each director nominee, if elected, will serve for a one year term, until his or her successor is elected and qualified, or until their earlier death, resignation or removal. Each nominated director and director nominee has consented to being named as a nominee in this Proxy Statement and to serving as a director if elected. Neither management nor the Board is aware of any reason that would cause any nominee to be unavailable to serve as a director. Discretionary authority may be exercised by the proxy holders named in the enclosed proxy to vote for a substitute nominee proposed by the Board if any nominee becomes unavailable for election. Please see page 7 of this Proxy Statement under the heading “**Management-Board of Directors**” for information regarding the five nominees for election as a director.

The persons named in the enclosed form of proxy will vote the shares represented by such proxy for the election of the five nominees for director named below. If, at the time of the Annual Meeting, any of these nominees shall become unavailable for any reason, which event is not expected to occur, the persons entitled to vote the proxy will vote for such substitute nominee or nominees, if any, as they determine in their sole discretion.

#### Vote Required and Recommendation

The Board recommends a vote “**FOR**” the election of William E. Rhodes, III, Mario Crovetto, R. Donald Elsey, Dr. Prabhavathi Fernandes and Oliver Schacht, Ph.D. to the Board. Directors are elected by a plurality of votes cast. Unless otherwise specified, the enclosed proxy will be voted “**FOR**” the election of the Board’s slate of nominees.

**PROPOSAL NO. TWO - AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, TO IMPLEMENT A REVERSE STOCK SPLIT OF THE COMPANY'S OUTSTANDING COMMON STOCK**

**General**

We are seeking stockholder approval for an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended (the "Certificate"), authorizing a Reverse Stock Split of the issued and outstanding shares of our common stock, at a ratio within a range of five-to-one and not more than twenty-to-one, such ratio and the implementation and timing of such Reverse Stock Split to be determined in the discretion of our Board of Directors. The form of the proposed amendment to the Certificate, or the Amendment, is attached to this proxy statement as Appendix A.

On March 2, 2022, our Board of Directors approved the proposed Reverse Stock Split, and the Amendment in order to effect the Reverse Stock Split, subject to stockholder approval, and directed that the Amendment be submitted to a vote of the Company's stockholders at the Annual Meeting.

If approved by our stockholders, and if implemented by our Board of Directors, the Reverse Stock Split will become effective at the time specified in the Amendment, as filed with the Secretary of State of the State of Delaware. The exact ratio of the Reverse Stock Split, within the five-to-one to twenty-to-one range, would be determined by the Board of Directors and publicly announced by the Company prior to filing the Amendment. In determining the appropriate ratio for the Reverse Stock Split, our Board of Directors will consider, among other things, factors such as:

- the minimum price per share requirements of The Nasdaq Capital Market;
- the historical trading price and trading volume of our common stock;
- the number of shares of our common stock outstanding and anticipated equity financing transactions during 2022;
- the then-prevailing trading price and trading volume of our common stock and the anticipated impact of the Reverse Stock Split on the trading market for our common stock;
- business developments affecting us; and
- prevailing general market and economic conditions.

**Reasons for the Reverse Stock Split**

Our Board of Directors authorized the Reverse Stock Split of our common stock with the primary intent of increasing the price of our common stock in order to meet the price criteria for continued listing on The Nasdaq Capital Market. Our common stock is publicly traded and listed on The Nasdaq Capital Market under the symbol "OPGN." Our Board of Directors believes that, in addition to increasing the price of our common stock, the Reverse Stock Split would make our common stock more attractive to a broader range of institutional and other investors. Accordingly, for these and other reasons discussed below, we believe that effecting the Reverse Stock Split is in OpGen's and our stockholders' best interests.

On February 28, 2022, we received a notice from the Listing Qualifications Staff of The Nasdaq Stock Market LLC, or Nasdaq, notifying us that, based upon the closing bid price of our common stock, for the 30 consecutive business days prior to the notice, the Company no longer met the requirement to maintain a minimum closing bid price of \$1.00 per share, as set forth in Nasdaq Listing Rule 5550(a)(2). In accordance with Nasdaq's Listing Rule 5810(c)(3)(A), we have a period of 180 calendar days to regain compliance with the rule. We have until August 29, 2022 to regain such compliance, but do not believe we will be able to do so without implementing a reverse stock split.

If we are not in compliance with the minimum bid price requirement by August 29, 2022 we would be required to meet the continued listing requirements for market value of publicly held shares and all other initial listing standards for The Nasdaq Capital Market, with the exception of the minimum bid price requirement, in order to be granted an additional 180-day grace period. While there can be no assurances that we will meet such requirements, if we do, we may be able to apply for such additional 180-day grace period. However, we do not believe that such additional 180-day grace period will allow the Company to comply with the minimum closing bid price requirement, so we expect to receive a delisting notice from Nasdaq if the Reverse Stock Split Proposal is not approved. We believe effectuation of the Reverse Stock Split Proposal will help us avoid delisting from The Nasdaq Capital Market.

Our Board of Directors believes that the delisting of our common stock from The Nasdaq Capital Market would result in decreased liquidity and/or increased volatility in our common stock, and a diminution of institutional investor interest in our Company. Our Board also believes that a delisting could cause a loss of confidence of potential industry partners, lenders and employees, which could further harm our business and our future prospects.

Our Board of Directors believes that an increased stock price could encourage investor interest and improve the marketability of our common stock to a broader range of investors, and thus enhance our liquidity. Because of the trading volatility often associated with low-priced stocks, many brokerage firms and institutional investors have internal policies and practices that either prohibit them from investing in low-priced stocks or tend to discourage individual brokers from recommending low-priced stocks to their customers. Additionally, because brokers' commissions on low-priced stocks generally represent a higher percentage of the stock price than commissions on higher-priced stock, the current share price of our common stock may result in an investor paying transaction costs that represent a higher percentage of total share value than would be the case if our share price were higher. Our Board of Directors believes that the higher share price resulting from the Reverse Stock Split could enable institutional investors and brokerage firms with such policies and practices to invest in our common stock.

Although we expect that the Reverse Stock Split will result in an increase in the market price of our common stock, the Reverse Stock Split may not result in a permanent increase in the market price of our common stock, which is dependent on many factors, including general economic, market and industry conditions and other factors detailed from time to time in the reports we file with the SEC.

### **Certain Risks Associated with the Reverse Stock Split**

Unexpected factors, such as our ability to successfully accomplish our business goals, market conditions and the market perception of our business may adversely affect the market price of our common stock. There can be no assurance that the total market capitalization of our common stock after the implementation of the Reverse Stock Split will be equal to or greater than the total market capitalization before the Reverse Stock Split or that the per share market price of our common stock following the Reverse Stock Split will increase in proportion to the reduction in the number of shares of our common stock outstanding before the Reverse Stock Split.

There can be no assurance that the market price per new share of our common stock after the Reverse Stock Split will remain unchanged or increase in proportion to the reduction in the number of old shares of our common stock outstanding before the Reverse Stock Split. For example, based on the closing price of our common stock on April 14, 2022 of \$0.7599 per share, if the Board of Directors were to implement the Reverse Stock Split and utilize a ratio of five-to-one, we cannot assure you that the post-split market price of our common stock would remain greater than \$1.00. We are aware that in many cases, the market price of a company's shares declines after a reverse stock split is implemented.

Accordingly, the total market capitalization of our common stock after the Reverse Stock Split, when and if implemented, may be lower than the total market capitalization before the Reverse Stock Split. Moreover, in the future, the market price of our common stock following the Reverse Stock Split may not exceed or remain higher than the market price prior to the Reverse Stock Split.

Further, the liquidity of our capital stock may be harmed by the proposed Reverse Stock Split given the reduced number of shares that will be outstanding after the Reverse Stock Split, particularly if the stock price does not remain increased as a result of the Reverse Stock Split. In addition, the proposed Reverse Stock Split may increase the number of stockholders who own odd lots (less than 100 shares) of our common stock, creating the potential for such stockholders to experience an increase in the cost of selling their shares and greater difficulty effecting sales. If we effect the Reverse Stock Split, the resulting per-share stock price may not attract institutional investors and may not satisfy the investing guidelines of such investors and, consequently, the trading liquidity of our common stock may not improve.

While the Board of Directors proposes the Reverse Stock Split to bring the price of our common stock back above \$1.00 per share in order to meet the requirements for the continued listing of our common stock on The Nasdaq Capital Market, there is no guarantee that the price of our common stock will not decrease in the future, or that for any other reason our common stock will not remain in compliance with The Nasdaq Capital Market listing standards. There can be no guarantee that the closing bid price of our common stock will remain at or above \$1.00 for ten consecutive trading days, which would be required to cure our current listing standard deficiency.

### **Potential Effects of the Proposed Reverse Stock Split**

If this proposal is approved and the Reverse Stock Split is effected, the Reverse Stock Split will be realized simultaneously and in the same ratio for all of our issued and outstanding shares of common stock. The immediate effect of the Reverse Stock Split would be to reduce the number of shares of our common stock outstanding and to increase the per-share trading price of our common stock.

However, we cannot predict the effect of any reverse stock split upon the market price of our common stock over an extended period, and in many cases, the market value of a company's common stock following a reverse stock split declines, in many cases, because of variables outside of a company's control (such as market volatility, investor response to the news of a proposed reverse stock split and the general economic environment). We cannot assure you that the trading price of our common stock after the Reverse Stock Split will rise in inverse proportion to the reduction in the number of shares of our common stock outstanding as a result of the Reverse Stock Split. Also, we cannot assure you that the Reverse Stock Split would lead to a sustained increase in the trading price of our common stock. The trading price of our common stock may change due to a variety of other factors, including our operating results and other factors related to our business and general market conditions. You should also keep in mind that the implementation of a reverse stock split does not have an effect on the actual or intrinsic value of our business or a stockholder's proportional ownership in our Company. However, should the overall value of our common stock decline after the proposed Reverse Stock Split, then the actual or intrinsic value of the shares of our common stock held by you will also proportionately decrease as a result of the overall decline in value.

*Examples of Potential Reverse Stock Split at Various Ratios.* The table below provides examples of reverse stock splits at various ratios up to twenty-to-one, without giving effect to the treatment of fractional shares. The actual number of shares outstanding after giving effect to the Reverse Stock Split, if effected, will depend on the actual ratio that is determined by our Board of Directors in accordance with the Amendment to the Company’s Charter.

<b>Shares outstanding as of April 14, 2022</b>	<b>Reverse Stock Split Ratio</b>	<b>Shares outstanding after Reverse Stock Split</b>
46,557,750	5 for 1	9,311,550
46,557,750	10 for 1	4,655,775
46,557,750	15 for 1	3,103,850
46,557,750	20 for 1	2,327,887

The resulting decrease in the number of shares of our common stock outstanding could potentially adversely affect the liquidity of our common stock, especially in the case of larger block trades.

*Effects on Ownership by Individual Stockholders.* If we implement the Reverse Stock Split, the number of shares of our common stock held by each stockholder would be reduced by multiplying the number of shares held immediately before the Reverse Stock Split by the appropriate ratio and then rounding down to the nearest whole share. We would pay cash to each stockholder in lieu of any fractional interest in a share to which each stockholder would otherwise be entitled as a result of the Reverse Stock Split, as described in further detail below. The Reverse Stock Split would not affect any stockholder’s percentage ownership interest in our Company or proportionate voting power, except to the extent that interests in fractional shares would be paid in cash.

*Effect on Restricted Stock Units, Stock Options, Warrants.* In addition, we would adjust all outstanding shares of any restricted stock units, stock options and warrants entitling the holders to purchase shares of our common stock as a result of the Reverse Stock Split, as required by the terms of these securities. In particular, we would reduce the conversion ratio for each security, and would increase the exercise price in accordance with the terms of each security based on Reverse Stock Split ratio (i.e., the number of shares issuable under such securities would decrease by the ratio, and the exercise price per share would be multiplied by ratio). Also, we would reduce the number of shares reserved for issuance under our existing equity incentive plans, proportionately based on the ratio of the Reverse Stock Split. The Reverse Stock Split would not otherwise affect any of the rights currently accruing to holders of our common stock, or options or warrants exercisable for our common stock.

*Other Effects on Issued and Outstanding Shares.* If we implement the Reverse Stock Split, the rights pertaining to the issued and outstanding shares of our common stock would be unchanged after the Reverse Stock Split. Each share of our common stock issued following the Reverse Stock Split would be fully paid and non-assessable.

#### **Reservation of Right to Abandon the Proposed Amendment to our Certificate**

Our Board of Directors reserves the right not to file the Amendment to our Certificate without further action by our stockholders at any time before the effectiveness of the filing of the Amendment with the Secretary of State of the State of Delaware, even if the authority to effect the Amendment is approved by our stockholders at the Annual Meeting. By voting in favor of the Amendment, you are expressly also authorizing our Board of Directors to delay, not proceed with, and abandon, the proposed Amendment if it should so decide, in its sole discretion, that such action is in the best interests of the Company and its stockholders.

#### **Procedure for Effecting the Proposed Stock Split and Exchange of Stock Certificates**

If stockholders approve this proposal and our Board of Directors does not otherwise abandon the Amendment contemplating the Reverse Stock Split, we will file with the Delaware Secretary of State a Certificate of Amendment to our Certificate, in the form attached to this proxy statement as Appendix A. The Reverse Stock Split will become effective at the time and on the date of filing of, or at such later time as is specified in, the Amendment, which we refer to as the “effective time.” Beginning at the effective time, each certificate representing shares of common stock will be deemed for all corporate purposes to evidence ownership of the number of whole shares into which the shares previously represented by the certificate were combined pursuant to the Reverse Stock Split.

Upon the Reverse Stock Split, we intend to treat stockholders holding our common stock in “street name,” through a bank, broker or other nominee, in the same manner as registered stockholders whose shares are registered in their names. Banks, brokers or other nominees will be instructed to effect the Reverse Stock Split for their beneficial holders holding our common stock in “street name.” However, these banks, brokers or other nominees may have different procedures than registered stockholders for processing the Reverse Stock Split. If you hold your shares with a bank, broker or other nominee and if you have any questions in this regard, we encourage you to contact your nominee.

Following the Reverse Stock Split, stockholders holding physical certificates must exchange those certificates for new certificates and a cash payment in lieu of any fractional shares.

The Company's transfer agent will advise registered stockholders of the procedures to be followed to exchange certificates in a letter of transmittal to be sent to stockholders. No new certificates will be issued to a stockholder until the stockholder has surrendered the stockholder's outstanding certificate(s), together with the properly completed and executed letter of transmittal, to the transfer agent. Any old shares submitted for transfer, whether pursuant to a sale, other disposition or otherwise, will automatically be exchanged for new shares. Stockholders should not destroy any stock certificate(s) and should not submit any certificate(s) until requested to do so.

#### **No Appraisal Rights**

No appraisal rights are available under the General Corporation Law of the State of Delaware or under our Certificate, or our Amended and Restated Bylaws, as amended, with respect to the Reverse Stock Split. There may exist other rights or actions under state law for stockholders who are aggrieved by reverse stock splits generally.

#### **Accounting Consequences**

The par value of our common stock would remain unchanged at \$0.01 per share after the Reverse Stock Split. Also, our capital account would remain unchanged, and we do not anticipate that any other accounting consequences would arise as a result of the Reverse Stock Split.

#### **No Going Private Transaction**

Notwithstanding the decrease in the number of outstanding shares following the Reverse Stock Split, our Board of Directors does not intend for this transaction to be the first step in a "going private transaction" within the meaning of Rule 13e-3 of the Exchange Act.

#### **Material U.S. Federal Income Tax Consequences of the Reverse Stock Split**

The following is a summary of the material U.S. federal income tax consequences of the Reverse Stock Split to holders of our shares. This summary is based on the Internal Revenue Code of 1986, as amended, or the Code, the Treasury regulations promulgated thereunder, and administrative rulings and court decisions in effect as of the date of this document, all of which may be subject to change, possibly with retroactive effect. This summary only addresses holders who hold their shares as capital assets within the meaning of the Code and does not address all aspects of U.S. federal income taxation that may be relevant to holders subject to special tax treatment, such as financial institutions, dealers in securities, insurance companies, foreign persons and tax-exempt entities. In addition, this summary does not consider the effects of any applicable state, local, foreign or other tax laws.

We have not sought and will not seek any ruling from the Internal Revenue Service, or the IRS, or an opinion from counsel with respect to the U.S. federal income tax consequences discussed below. There can be no assurance that the tax consequences discussed below would be accepted by the IRS or a court. The tax treatment of the Reverse Stock Split to holders may vary depending upon a holder's particular facts and circumstances.

We urge holders to consult with their own tax advisors as to any U.S. federal, state, local or foreign tax consequences applicable to them that could result from the Reverse Stock Split.

Except as described below with respect to cash received in lieu of fractional shares, the receipt of common stock in the Reverse Stock Split should not result in any taxable gain or loss to a holder for U.S. federal income tax purposes. The aggregate tax basis of the common stock received by a holder as a result of the Reverse Stock Split (including the basis of any fractional share to which a holder is entitled) will be equal to the aggregate basis of the existing common stock exchanged for such stock. A holder's holding period for the common stock received in the Reverse Stock Split will include the holding period of the common stock exchanged therefor.

A holder who receives cash in lieu of a fractional share of common stock will be treated as first receiving such fractional share and then receiving cash in redemption of such fractional share. A holder generally will recognize capital gain or loss on such deemed redemption in an amount equal to the difference between the amount of cash received and the adjusted basis of such fractional share.

#### **Required Vote**

The affirmative vote of holders of at least a majority of the outstanding shares common stock as of April 14, 2022, the record date for the Annual Meeting, is required for approval of this proposal. Therefore, abstentions and broker non-votes will have the same effect as votes against this proposal.

#### **Recommendation of the Board of Directors**

The Board of Directors unanimously recommends that you vote "FOR" Proposal No. Two.

## **PROPOSAL NO. THREE - RATIFICATION OF INDEPENDENT ACCOUNTING FIRM**

### **Independent Registered Public Accounting Firm**

On March 2, 2022, the Board unanimously approved the Audit Committee's recommendation to appoint CohnReznick LLP, or CohnReznick, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022, and directed that the selection of CohnReznick be submitted to the stockholders for ratification at the Annual Meeting. Although the Company is not required to submit the selection of independent registered public accountants for stockholder approval, if the stockholders do not ratify this selection, the Audit Committee may reconsider its selection of CohnReznick. The Board considers CohnReznick to be well qualified to serve as the independent auditors for the Company; however, even if the selection is ratified, the Board may direct the appointment of a different independent registered public accounting firm at any time during the current or subsequent fiscal year if the Audit Committee and Board determine that the change would be in the Company's best interests.

Representatives of CohnReznick are expected to attend the Annual Meeting and will be available to respond to appropriate questions and, if they desire, to make a statement.

### **Audit Fees**

CohnReznick LLP has served as the independent registered public accounting firm of the Company since 2013. The following table presents the aggregate fees billed to the Company by CohnReznick for its audits of the Company's consolidated annual financial statements and other services for the years ended December 31, 2021 and 2020.

	<b>2021</b>	<b>2020</b>
Audit Fees (1)	\$ 522,859	\$ 586,627
Audit Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
<b>Total Fees</b>	<b>\$ 522,895</b>	<b>\$ 586,627</b>

- (1) Audit Fees consist of fees billed for professional services performed by CohnReznick for the audit of our consolidated annual financial statements for the years ended December 31, 2021 and 2020, the review of our quarterly financial statements on Form 10-Q, filing of Registration Statements on Forms S-1, S-3, and S-8, and associated Consent Letters and related services that are normally provided in connection with statutory and regulatory filings or engagements.

### **Policy on Audit Committee Pre-Approval**

Our Audit Committee has a policy in place that requires its review and pre-approval of all audit and permissible non-audit services provided by our independent registered public accounting firm. The services requiring pre-approval by the audit committee may include audit services, audit-related services, tax services and other services. All such audit and permissible non-audit services were pre-approved in accordance with this policy during the fiscal year ended December 31, 2021. The Audit Committee considers whether the provision of each non-audit service is compatible with maintaining the independence of our independent registered public accounting firm. The responsibility to pre-approve audit and non-audit services may be delegated by the Audit Committee to one or more members of the Audit Committee; provided that any decisions made by such member or members must be presented to the full Audit Committee at its next scheduled meeting.

### **Recommendation of the Board of Directors**

The Board recommends that stockholders vote "**FOR**" the ratification of CohnReznick as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022.



**PROPOSAL NO. FOUR- TO APPROVE THE ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE ANNUAL MEETING TO APPROVE PROPOSAL NO. TWO.**

**Background of and Rationale for the Proposal**

The Board believes that if the number of shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting is insufficient to approve Proposal No. Two relating to the Reverse Stock Split. Three, it is in the best interests of the stockholders to enable the Board to continue to seek to obtain a sufficient number of additional votes to approve the Amendment (the "Adjournment Proposal").

In the Adjournment Proposal, we are asking stockholders to authorize the holder of any proxy solicited by the Board to vote in favor of adjourning or postponing the Annual Meeting or any adjournment or postponement thereof. If our stockholders approve this proposal, we could adjourn or postpone the Annual Meeting, and any adjourned session of the Annual Meeting, to use the additional time to solicit additional proxies in favor of such proposals.

In addition, approval of the Adjournment Proposal could mean that, in the event we receive proxies indicating that a majority of the number of outstanding shares of our common stock will vote against Proposal No. 2 or Proposal No. 3, we could adjourn or postpone the Annual Meeting without a vote on such proposals and use the additional time to solicit the holders of those shares to change their vote in favor of such proposals.

**Vote Required**

The affirmative vote of a majority of the votes cast at the Annual Meeting will be required to approve the Adjournment Proposal.

**Recommendation of the Board of Directors**

The Board of Directors unanimously recommends that you vote "FOR" Proposal No. Five.

## ANNUAL REPORT TO STOCKHOLDERS

Included with this Proxy Statement is the Company's 2021 Annual Report to Stockholders.

### OTHER MATTERS

Management and the Board of the Company know of no matters to be brought before the Annual Meeting other than as set forth herein. However, if any such other matters properly are presented to the stockholders for action at the Annual Meeting and any adjournments or postponements thereof, it is the intention of the proxy named in the enclosed proxy card to vote in his discretion on all matters on which the shares represented by such proxy are entitled to vote.

### DELIVERY OF DOCUMENTS TO STOCKHOLDERS SHARING AN ADDRESS

Only one Notice of Internet Availability of Proxy Materials is being delivered to stockholders sharing an address unless we have received contrary instructions from one or more of the stockholders. Upon the written or oral request of a stockholder, we will deliver promptly a separate copy of the Notice of Internet Availability of Proxy Materials to a stockholder at a shared address to which a single copy was delivered. Stockholders desiring to receive a separate copy now or in the future may contact us at our corporate offices located at 9717 Key West Ave, Suite 100, Rockville, MD 20850, or by telephone: (240) 813-1260.

Stockholders who share an address but are receiving multiple copies of the Notice of Internet Availability of Proxy Materials may contact us through our corporate offices at 9717 Key West Ave, Suite 100, Rockville, MD 20850, or by telephone: (240) 813-1260 to request that a single copy be delivered.

### STOCKHOLDER PROPOSALS

Proposals from stockholders intended to be presented at the next annual meeting of stockholders should be addressed to OpGen, Inc., Attention: Corporate Secretary, 9717 Key West Ave, Suite 100, Rockville, MD 20850. We must receive the proposals by no earlier than 120 days and no later than 90 days prior to the first anniversary of the date on which this Proxy Statement was first made available to our stockholders in connection with this Annual Meeting, or no earlier than December \_\_, 2022 and no later than January \_\_, 2023. If we change the date of the next annual meeting by more than 30 days from the anniversary of this year's Annual Meeting, stockholder proposals must be received a reasonable time before we begin to print and mail the proxy materials for the next annual meeting and not later than 10 days following the announcement or public disclosure of such meeting date in order to be considered for inclusion in the proxy materials. Upon receipt of any such proposal, we shall determine whether or not to include any such proposal in the proxy statement and proxy for next year's annual meeting in accordance with applicable law. It is suggested that stockholders forward such proposals by Certified Mail—Return Receipt Requested. Any nominations for director positions will be accepted in accordance with the procedures described in this Proxy Statement under the heading "**Procedures for Nominating a Director Candidate.**"

**BY ORDER OF THE BOARD OF DIRECTORS  
OF OPGEN, INC.**



William E. Rhodes, Chairman of the Board of Directors

**OPGEN, INC.**  
9717 Key West Ave, Suite 100  
Rockville, MD 20850

**ANNUAL MEETING OF STOCKHOLDERS – JUNE 9, 2022  
PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned stockholder of OpGen, Inc. hereby constitutes and appoints Oliver Schacht, Ph.D. and Albert Weber as attorneys and proxies, with full power of substitution, to appear, attend and vote all of the shares of common stock and/or standing in the name of the undersigned at the Annual Meeting of Stockholders to be held at the Company's offices located at 9717 Key West Ave, Suite 100, Rockville, MD 20850 on June 9, 2022, beginning at 10:00 a.m., local time, and at any adjournment or adjournments thereof, upon the following:

**Proposal One:** To elect the following five persons as directors to hold office until the next annual meeting of stockholders and until their successors have been elected and qualified:

	<b>FOR</b>	<b>WITHHOLD</b>
1. William E. Rhodes, III	<input type="checkbox"/>	<input type="checkbox"/>
2. Mario Crovetto	<input type="checkbox"/>	<input type="checkbox"/>
3. R. Donald Elsey	<input type="checkbox"/>	<input type="checkbox"/>
4. Prabhavathi Fernandes, Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>
5. Oliver Schacht, Ph.D.	<input type="checkbox"/>	<input type="checkbox"/>

**Proposal Two:** Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, to effect a reverse stock split at a ratio of not less than five-to-one and not more than twenty-to-one, such ratio and the implementation and timing of such Reverse Stock Split to be determined in the discretion of our Board of Directors.

FOR  AGAINST  ABSTAIN

**Proposal Three:** Ratification of the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022.

FOR  AGAINST  ABSTAIN

**Proposal Four:** Approval of an adjournment of the annual meeting, if necessary, to solicit additional proxies if there are insufficient votes in favor of Proposal Two.

FOR  AGAINST  ABSTAIN

The undersigned hereby revokes any proxies as to said shares heretofore given by the undersigned and ratifies and confirms all that said proxy lawfully may do by virtue hereof.

**THE SHARES REPRESENTED HEREBY WILL BE VOTED AS SPECIFIED HEREON WITH RESPECT TO THE ABOVE PROPOSALS, BUT IF NO SPECIFICATION IS MADE THEY WILL BE VOTED FOR THE PROPOSALS LISTED ABOVE. THE ABOVE-NAMED ATTORNEYS AND PROXIES SHALL HAVE THE DISCRETION TO VOTE YOUR SHARES AS TO ANY ADDITIONAL MATTER PROPERLY PRESENTED AT THE ANNUAL MEETING.**

Please mark, date and sign exactly as your name appears hereon, including designation as executor, trustee, etc., if applicable, and return the proxy in the enclosed postage-paid envelope as promptly as possible. It is important to return this proxy properly signed in order to exercise your right to vote if you do not attend the meeting and vote in person. A corporation must sign in its name by the president or other authorized officer. All co-owners and each joint owner must sign.

Please check if you intend to be present at the meeting:

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

## Voting Instructions

You may vote your proxy in the following ways:

Via Internet:

- Login to [www.pstvote.com/opgen2022](http://www.pstvote.com/opgen2022)
- Enter your control number (12 digit number located below)

Via Mail:

Philadelphia Stock Transfer, Inc.  
2320 Haverford Rd., Suite 230  
Ardmore, PA 19003

### **CONTROL NUMBER**

You may vote by Internet 24 hours a day, 7 days a week. Internet voting is available through 11:59 p.m., prevailing time, on June 8, 2022.

Appendix A

**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED,  
OF  
OPGEN, INC.**

OpGen, Inc., a corporation duly organized and validly existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”);

**DOES HEREBY CERTIFY AS FOLLOWS:**

**FIRST:** The name of the corporation (the “Corporation”) is: OpGen, Inc.

**SECOND:** The Amended and Restated Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of Delaware on May 7, 2015 (the “Restated Certificate”), a Certificate of Correction of the Restated Certificate was filed with the office of the Secretary of State of Delaware on June 6, 2016 (the “Certificate of Correction”), a Certificate of Amendment of the Restated Certificate was filed with the office of the Secretary of State of Delaware on January 17, 2018 (the “2018 Amendment”), a Certificate of Amendment of the Restated Certificate was filed with the office of the Secretary of State of Delaware on August 28, 2019 (the “2019 Amendment”), a Certificate of Amendment of the Restated Charter was filed with the office of the Secretary of State of Delaware on December 8, 2021 (the “First 2021 Amendment”), and a second Certificate of Amendment of the Restated Charter was filed with the office of the Secretary of State of Delaware on December 8, 2021 (the “Second 2021 Amendment,” and together with the Restated Certificate, the Certificate of Correction, the 2018 Amendment and the 2019 Amendment, the “Charter”).

**THIRD:** The Charter is hereby amended as follows:

(a) Article FOURTH of the Charter, is hereby supplemented by addition of the following paragraphs as new sixth and seventh paragraphs under “A. Common Stock.”:

Upon this Certificate of Amendment becoming effective pursuant to the General Corporation Law of the State of Delaware (the “Effective Time”), the shares of Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time (the “Old Common Stock”) shall be reclassified into a different number of shares of Common Stock (the “New Common Stock”) such that each [five] [OR][twenty] shares of Old Common Stock shall, at the Effective Time, be automatically reclassified into one share of New Common Stock. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of whole shares of New Common Stock into which such Old Common Stock shall have been reclassified pursuant to the immediately preceding sentence. No fractional shares of Common Stock shall be issued as a result of such reclassification. In lieu of any fractional shares to which the stockholder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then fair value of the Common Stock as determined in good faith by the Board of Directors of the Corporation.

From and after the Effective Time, the term “New Common Stock” as used in this Article FOURTH shall mean the Common Stock as provided in this Amended and Restated Certificate of Incorporation, as amended and corrected and as further amended by this Certificate of Amendment. The par value of the New Common Stock shall be \$0.01 per share.

**FOURTH:** The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

**FIFTH:** This Certificate of Amendment shall be deemed effective upon its filing with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF**, the undersigned has duly executed this Certificate of Amendment on this \_\_\_\_ day of \_\_\_\_\_, 2022.

**OPGEN, INC.**

By: \_\_\_\_\_  
Name:  
Title:

