
NOTICE CONVENING THE ANNUAL GENERAL MEETING

The Board of Directors hereby convenes the Annual General Meeting of BioPorto A/S (the “Company”):

April 28, 2022, at 1.00 pm (CEST)

AGENDA:

1) RESOLUTION TO CONDUCT THE GENERAL MEETING IN ENGLISH

The Board of Directors proposes that the general meeting be conducted in English without simultaneous translation into Danish. The proposal reflects that the Company’s executive management and a majority of the board members are native English speakers. At the meeting, shareholders will still be permitted to speak and submit questions in Danish.

2) REPORT ON THE COMPANY’S ACTIVITIES DURING THE PAST YEAR

The Board of Directors proposes that the Board’s report on the Company’s activities for the past year be noted.

3) PRESENTATION OF THE ANNUAL REPORT FOR APPROVAL AND ALLOCATION OF PROFIT OR COVERING OF LOSS

The Board of Directors proposes that the audited annual report for 2021, including the proposal that this year’s results be brought forward, is approved.

4) RESOLUTION TO GRANT DISCHARGE OF LIABILITY TO THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

The Board of Directors proposes that discharge of liability be granted to the Board of Directors and Executive Management.

5) PRESENTATION OF THE REMUNERATION REPORT FOR AN ADVISORY VOTE

The Board of Directors proposes that the Company’s Remuneration Report for the financial year 2021 be approved by advisory vote.

The Remuneration Report 2021 covers remuneration for the financial year 2021 awarded to members of the Company’s Board of Directors and Executive Management.

The Remuneration Report 2021 is available on the Company’s website.

6) APPROVAL OF REMUNERATION FOR THE BOARD OF DIRECTORS AND AMENDMENT OF REMUNERATION POLICY

The Board of Directors proposes that remuneration for the Board of Directors for the financial year 2022 is determined as a base fee of DKK 250,000 for board members, DKK 350,000 for the Vice Chairman and DKK 500,000 for the Chairman of the Board of Directors.

The Board of Directors further proposes that board members may be remunerated for participation in committees with an additional remuneration of DKK 25,000 per committee, with an overall maximum remuneration for participation in committees of DKK 50,000 per board member. The Chairman and Vice Chairman are not entitled to receive additional remuneration for participation in committees¹.

The proposed fees mentioned above are unchanged from 2021.

The Board of Directors further proposes that in respect of board members that are not Danish tax residents, the Company may pay contribution to achieve tax equalization whereby the relevant board members are placed as if they were taxed only in the jurisdiction where they are tax resident.

It is proposed that the Company’s Remuneration Policy be amended accordingly (as reflected in attached [Annex 1](#)).

Finally, in addition to remuneration as board member, Peter Mørch Eriksen, will in 2022 receive an aggregate amount of DKK 300,000 for consulting services (via his wholly-owned legal entity, PME Holding ApS).

¹ Currently, the following committees have been established by the Company: Audit Committee, Nomination Committee, Remuneration Committee, Research and Development Committee and Business Development Committee. Further information on the current composition of the committees may be found on the Company’s website

7) ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

According to the Articles of Association, all members of the Board of Directors are up for election at each year's annual general meeting. The Board of Directors proposes re-election of the following board members: Christopher Lindop, John Patrick McDonough, Jan Leth Christensen, Peter Mørch Eriksen, Michael S. Singer and Donnie M. Hardison.

The background of each candidate is described below and information on the current board members' management positions is also included in the annual report for 2021. All candidates, except Peter Mørch Eriksen, are considered independent according to the Danish Corporate Governance Recommendations. Peter Mørch Eriksen is considered non-independent due to his former position as CEO of the Company.

Christopher Lindop (born 1957, British and American nationality)

Christopher James Lindop has been a member of the Board of Directors of the Company since 2019 and became chairman in 2021. Christopher James Lindop qualified as a chartered accountant and certified public accountant and was previously a partner with Arthur Andersen LLP and Ernst & Young LLP. He took the position as Chief Financial Officer of Inverness Medical Ltd., before being appointed Chief Financial Officer and VP of Business Development at Haemonetics Corporation Ltd. (HAE). Christopher James Lindop was Chief Financial Officer of Quotient Limited (QTNT) until his retirement in May 2020. Christopher James Lindop was also a member of the board of directors of Parexel International (PRXL) where he served as chairman of the audit committee and as a member of the nominating and governance committee. As a result, he has considerable experience in the management of U.S. listed health care and diagnostic companies and within the functional areas of finance and reporting, corporate governance, mergers & acquisitions, public and private market financing and strategy development and execution.

John McDonough (born 1959, American nationality)

John Patrick McDonough has been a member of BioPorto's Board of Directors since 2021 and currently serves as the deputy chairman. John McDonough previously served as President and Chief Executive Officer, of T2 BioSystems, Inc., a diagnostics company focused on the rapid detection of sepsis-causing pathogens. John held several positions at Cytoc Corporation, a company focused on women's health, and ultimately served as president of Cytoc Development Corporation. He also led the efforts that resulted in Cytoc's acquisition by Hologic Inc. for over \$6 billion. John McDonough is currently a member of the board of directors at Solace Therapeutics and Cytrellis Biosystems. He earned his undergraduate degree in business from Stonehill College.

Michael S. Singer (born 1973, American nationality)

Michael Scott Singer has been a member of BioPorto's board of directors since 2019. He is currently Chief Scientific Officer (CSO) and co-founder of Cartesian Therapeutics, Inc, a US biotech company that develops RNA-modified cell therapies. Prior to founding Cartesian, he was co-founder and CSO of two startups: Topokine and HealthHonors. Dr. Singer previously served as Director of Translational Medicine at the Novartis Institutes for Biomedical Research. He is a licensed physician and has been admitted to practice patent law. He serves as an adjunct professor at the Yale University School of Medicine. Dr. Singer completed residency at Harvard and holds a BS, MD, and PhD from Yale University.

Don M. Hardison (born 1950, American nationality)

Don Hardison has been a member of BioPorto's board of directors since 2021. Don Hardison most recently served as President, Chief Executive Officer, and as a member of the board of directors of Biotheranostics, Inc., an oncology-focused molecular diagnostics company which was acquired by Hologic Inc. Prior to Biotheranostics, he was the President and Chief Executive Officer and Director of Good Start Genetics, a molecular diagnostics company focused on reproductive health. Earlier in his career, he held many executive and senior management positions at a number of public companies including Laboratory Corporation of America and Quest Diagnostics, the two largest US clinical laboratories; Exact Sciences Corporation, a molecular diagnostics company; and SmithKline Beecham Corporation, a pharmaceutical company. He currently serves on the board of directors of publicly held companies HTG Molecular and MdxHealth and several privately held companies including Stemina Biomarker Discovery Inc., YourBio, and Iquity, Inc. He also served on the board of directors of Exact Sciences Corporation, through its initial public offering. He received his Bachelor of Arts in Political Science from the University of North Carolina, Chapel Hill.

Jan Leth Christensen (born 1963, Danish nationality)

Jan Leth Christensen has been a member of BioPorto's board of directors since 2021. Jan Leth Christensen is an attorney-at-law and is currently a board member and partner at Lønberg & Leth Advokataktieselskab. He serves as Chairman of Havnen's Bygningsudlejnings A/S, Best Ejendomme A/S, and Advokaternes Ejendomsadministration A/S, and is also a member of the executive management and/or the board of directors of several other companies and foundations. Jan Leth Christensen holds a Master's degree in Law from the University of Copenhagen.

Peter Mørch Eriksen (born 1960, Danish nationality)

Peter Mørch Eriksen has been a member of BioPorto's Board of Directors since 2021 and served as CEO of BioPorto from 2013 - 2021. Peter Mørch Eriksen has spent more than 20 years in the MedTech/life science industries, including as CEO of Sense A/S and VP of Medtronic. From these positions, Peter Mørch Eriksen has extensive experience in creating growth, restructuring and funding in technology-intensive and complex companies. Peter Mørch Eriksen is an experienced leader with a record of business within the medical device industry, and has broad experience selling and developing medical devices for both small and large MedTech companies. Peter Mørch Eriksen has an accounting background, supplemented with management experience. He is chairman of the board of directors in FluoGuide A/S, member of the Advisory Board at Lund University Diabetes Centre, member of the Advisory Board at the Medical Device and Diagnostics Advisory Committee of Cincinnati Children's Hospital Center in Cincinnati, Ohio (US) and member of the executive management in PME Holding ApS.

8) ELECTION OF AUDITOR

The Board of Directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, company registration number 33771231, as the Company's auditor.

The proposal is based on the recommendation from the Audit Committee. The Audit Committee's proposal has not been influenced by third parties and is not subject to contractual obligations restricting the general meeting's choice of certain auditors or audit firms.

9) PROPOSALS FROM THE BOARD OF DIRECTORS

A) Proposal to renew authorisations to increase the share capital

To secure the basis for potential future financing rounds, the Board of Directors proposes that the authorisations in Article 16 of the Articles of Association to increase the Company's share capital with or without pre-emptive rights be renewed. The proposed aggregate limit for pre-emptive issues is adjusted pro rata to reflect the recent rights offering to nominally DKK 125,000,000. For share issues without pre-emptive rights, the limits are similarly adjusted pro rata to DKK 37,500,000 and an additional DKK 87,500,000 for offerings where the new shares are admitted to trading on a stock exchange, etc. other than Nasdaq Copenhagen (whether as a separate or dual listing and/or in the form of depositary receipts or similar). It is further proposed that the latter option may also be applied in case of cross-border offerings to non-retail investors and in connection with business combinations or strategic collaborations. The authorisations shall further be subject to a similarly pro rata adjusted aggregate maximum of DKK 150,000,000. The authorisations will expire on the second anniversary of the general meeting.

Article 16 of the Articles of Association will consequently be deleted and replaced by the following:

Article 16a

The board of directors is authorised until April 28, 2024, to increase the share capital of the Company on one or more occasions, with pre-emptive subscription rights for existing shareholders, by up to nominally DKK 125,000,000 in total.

Article 16b

The board of directors is authorised until April 28, 2024, to increase the Company's share capital on one or more occasions, without pre-emptive subscription rights for existing shareholders, by up to nominally DKK 37,500,000 and further by an additional DKK 87,500,000 for offerings where the new shares are either issued and admitted to trading on a stock exchange, regulated market, multilateral trading facility or similar other than Nasdaq Copenhagen (whether as a separate listing or as a dual listing on such exchange, etc. and Nasdaq Copenhagen and whether in the form of shares or depositary receipts or similar) or issued in a cross-border offering to non-retail investors or in connection with mergers, acquisitions or other business combinations and/or strategic collaborations or partnerships. Any capital increase pursuant to this authorisation shall be effected at market price.

Article 16c

A maximum of nominally DKK 150,000,000 shares can be issued by exercise of the authorisations of the board of directors pursuant to Articles 16a and 16b. For the capital increases pursuant to Articles 16a and 16b, it also applies that these increases may take place by means of cash payment, by debt conversion or by the contribution of assets other than cash. The new shares shall be negotiable securities, be registered in the name of the holder and be paid in full. No restrictions shall apply to the transferability of the new shares.

The board of directors is authorised to amend the Articles of Association as required following exercise of this authorisation."

B) Proposal to authorise the Board of Directors to resolve that general meetings may be held as either partly or fully electronic general meetings

In 2020 and 2021, various restrictions on physical gatherings were imposed by authorities due to the COVID-19 pandemic. To ensure shareholders' access to participate in future general meetings irrespective of public restrictions or other hindrances, it is proposed that the Board of Directors be authorised to determine that a general meeting may be held as either a partly or fully electronic general meeting.

Accordingly, the Board of Directors proposes to include a new Article 6 in the Articles of Association with the following wording:

"The board of directors may resolve, when it deems it appropriate, that a general meeting be held as a partly or fully electronic general meeting. In such case, shareholders will be able to attend, express their opinion and vote at the general meeting by electronic means, including through dedicated internet-based solutions. Details on the procedures for electronic attendance and participation, including technical and identification requirements, will be made available, as appropriate, on the company's website and in the notice convening the relevant general meeting".

If the proposal is approved, the subsequent articles in the Articles of Association will be renumbered.

C) Proposal to authorise the Board of Directors to resolve that general meetings may be conducted in English

As the Company's principally use English in both internal and external communication, the Board of Directors proposes that the Company's future general meetings may be conducted in English, and that the documents prepared for the general meetings may also be submitted in English.

As a result, it is proposed that Article 5 of the Articles of Association be amended to include the following:

“General meetings shall be conducted in Danish or English as decided by the board of directors. Documents prepared for the general meeting shall be in Danish or English as decided by the board of directors or required by applicable law.”

D) Proposal to include the name of the Company’s keeper of the register of shareholders in the Articles of Association

The Board of Directors proposes to include the name of the Company’s keeper of the register of shareholders in the Articles of Association.

As a result, it is proposed that Article 3 of the Articles of Association be amended as follows:

“The Company’s shares are negotiable securities and shall be registered in the name of holder in the Company’s register of shareholders. The register is kept by Computershare A/S, company registration no. 27088899.

The right to dividend, that has not been withdrawn, becomes statute-barred in accordance with applicable law.”

A copy of the revised Articles of Association reflecting the amendments set out under agenda items 9A)-9D) is attached as Annex 2.

E) Authorisation to the chairman of the general meeting

The Board of Directors proposes that the general meeting authorises the chairman of the general meeting, with a right of substitution, to file the resolutions adopted with the Danish Business Authority and to make any such amendments as the Danish Business Authority may require in order to register or approve the resolutions adopted.

10) ANY OTHER BUSINESS

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ADOPTION REQUIREMENTS	Adoption of agenda items 9.A - 9.B and 9.D requires the acceptance of at least 2/3 of both the votes cast at the general meeting and of the share capital represented at the general meeting. All other proposals may be adopted by simple majority.
SHARE CAPITAL AND VOTING	At the time of convening, the share capital of the Company amounts to DKK 334,693,005. The share capital is fully paid-up and divided into shares of nominally DKK 1.00. Each share carries one vote (corresponding to a total of 334,693,005 votes).
PRESENTATION OF DOCUMENTS AHEAD OF THE AGM	The convening notice, including the agenda, complete proposals, information on voting rights and share capital on the convening date, the form for proxy and voting by correspondence, the amended Articles of Association, the amended Remuneration Policy, the Remuneration Report and the audited annual report for 2021 are available on the Company’s website, www.bioporto.com .
SUBMISSION OF QUESTIONS AHEAD OF THE AGM	Until and including the day before the Annual General Meeting, shareholders may address questions regarding the agenda or documents for the Annual General Meeting to the Company in writing. Shareholders are kindly asked to submit question to the following e-mail address: investor@bioporto.com .
RECORD DATE	<p>The right of a shareholder to attend the Annual General Meeting and to vote is determined relative to the shares held by the shareholder on the record date. The record date is one week before the Annual General Meeting. The shares held by each shareholder on the record date is calculated based on registration of the shareholders’ ownership in the shareholders’ register and notifications about ownership received by the Company for entry into the shareholders’ register, but which have not yet been registered.</p> <p>The record date is April 21, 2022.</p>
ADMISSION CARD	<p>Request for admission cards must be submitted no later than April 22, 2022 by one of the following ways:</p> <ul style="list-style-type: none">- Via the Company’s shareholder portal, available on the Company’s website, www.bioporto.com under “Investor Relations”;- By writing to the Company at investor@bioporto.com. The request form can be located on www.bioporto.com under “Investor Relations” and subsequently “Annual General Meeting”. <p>Admission cards are only sent out electronically via email to the email address provided in the shareholders’ portal upon registration. Shareholders are therefore kindly requested to verify that the correct e-mail address is specified in the shareholder portal. The admission card must be presented at the general meeting, either electronically on a smartphone / tablet or printed.</p> <p>Shareholders who have ordered admission cards without specifying their email address may collect the admission card at the entrance of the Annual General Meeting upon presentation of ID.</p> <p>Voting forms will be handed out at the entrance of the Annual General Meeting.</p>
PROXY	<p>Shareholders may submit a proxy to the Board of Directors or to a person designated by the shareholder participating in the Annual General Meeting.</p> <p>The proxy must be received by the Company no later than April 22, 2022 by one of the following ways:</p> <ul style="list-style-type: none">- Via the Company’s shareholder portal, available on the Company’s website, www.bioporto.com under “Investor Relations”.

- By writing to the Company at investor@bioporto.com. The proxy can be located on www.bioporto.com under "Investor Relations" and subsequently "Annual General Meeting".

Shareholders may vote by correspondence prior to the general meeting.

**VOTE BY
CORRESPONDENCE**

Votes by correspondence must be received by the Company **no later than April 25, 2022** by one of the following ways:

- Via the Company's shareholder portal, available on the Company's website, www.bioporto.com under "Investor Relations".
- By writing to the Company at investor@bioporto.com. The form for voting by correspondence can be found on www.bioporto.com under "Investor Relations" and subsequently "Annual General Meeting".

BIOPORTO A/S

Contact:

Karen Stendal

Telefon: + 45 29 00 00, e-mail: investor@bioporto.com

DATA PROTECTION

BioPorto A/S will as part of your communication and interaction with you collect and process personal data about you. You can read more about our privacy notice at <http://www.bioporto.com/Investor-Relations/Governance.aspx>.