

**September 25, 2020**  
**Announcement no. 17**

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## **BioPorto A/S publishes prospectus in connection with a fully-guaranteed rights issue with pre-emptive subscription rights for its existing shareholders**

BioPorto A/S (“BioPorto” or the “Company”) today announces that its board of directors (the “Board of Directors”) has resolved to initiate a fully-guaranteed rights issue with pre-emptive subscription rights (the “Pre-emptive Rights”) for the Company’s existing shareholders (the “Existing Shareholders”) allowing for subscription of up to 66,645,476 new shares with a nominal value of DKK 1 each (the “New Shares”) at a subscription price of DKK 1.60 per New Share (the “Subscription Price”) (the “Offering”).

The Offering is made at a subscription ratio of 1:3, meaning that each of the Company’s Existing Shareholders will be allocated one Pre-emptive Right per existing share held, and that three Pre-emptive Right are required to subscribe for one New Share at the Subscription Price of DKK 1.60. A prospectus regarding the Offering (the “Prospectus”) is, subject to certain restrictions, available at the Company’s website: [www.bioporto.com/aktieudbud-2020](http://www.bioporto.com/aktieudbud-2020).

*“I believe BioPorto has many exciting opportunities ahead, both for NGAL and for the development of novel rapid tests using our gRAD platform,” said Peter Mørch Eriksen, CEO of Company. “We appreciate the support from our investors – both new and existing – in providing commitments for the capital necessary to execute our near-term strategic plans.”*

### **Reason for the Offering and use of proceeds**

The Offering is expected to raise gross proceeds for the Company of approximately DKK 106.6 million with net proceeds expected to be approximately DKK 93.6 million after deduction of costs and expenses payable by the Company in relation to the Offering.

The Company expects to apply net proceeds of DKK 60 million to finance of the Company’s operations until October 2021, which includes costs for employees, clinical trial costs, sales & marketing costs, production costs, R&D costs not related to employees or clinical trials, as well as other operational costs. Any net proceeds from DKK 60 million to DKK 90 million will be applied to finance the further development of NGAL, which includes building its U.S. organization to prepare for a potential FDA clearance and commercialization of The NGAL Test and supporting NGAL’s clinical development, including costs for a clinical trial and submission to FDA for an adult NGAL application. Net proceeds above DKK 90 million including the Company’s current cash position, will be applied to develop the gRAD platform, including developing new indications using the this platform.

**Advance subscription commitments and guarantee undertakings**

The Offering is fully underwritten pursuant to advance subscription commitments and guarantee undertakings from a number of Existing Shareholders, institutional investors and qualified investors. On the terms and conditions of the advance subscription commitments and guarantee undertakings, the Company has obtained commitments that all New Shares will be subscribed for corresponding to aggregate gross proceeds of approximately DKK 106.6 million.

**Terms and conditions of the Offering**

Below is a summary of the main terms of the Offering. Reference is made to the Prospectus for a detailed description.

***The Offering***

The Offering comprises of up to 66,645,476 New Shares of nominally DKK 1 each with Pre-emptive Rights for the Existing Shareholders. The Offering is subject to minimum of 45,000,000 New Shares being subscribed for. As mentioned above, the Company has obtained commitments covering all New Shares comprised by the Offering.

***Subscription Price***

The New Shares are offered at a Subscription Price of DKK 1.60 per New Share.

***Subscription ratio and allocation of Pre-emptive Rights***

The Offering is being made at a ratio of 1:3, meaning that Existing Shareholders registered as such with VP Securities A/S on 29 September 2020 at 5:59 p.m. CEST will be allocated one (1) Pre-emptive Right per existing share and that three (3) Pre-emptive Rights will be required to subscribe for one (1) New Share at the Subscription Price of DKK 1.60 per New Share.

***Trading in Pre-emptive Rights***

The Pre-emptive Rights can be traded on Nasdaq Copenhagen A/S under the temporary ISIN code DK0061409208 during the period from 28 September 2020 at 9:00 a.m. CEST to 9 October 2020 at 5:00 p.m. CEST. The last day of trading in existing shares including Pre-emptive Rights will be today, 25 September 2020.

***Subscription period***

The subscription period for the New Shares commences on 30 September 2020 at 9:00 a.m. CEST and closes on 13 October 2020 at 5:00 p.m. CEST. Any of the Pre-emptive Rights not exercised during this subscription period will lapse with no value, and the holder of such Pre-emptive Rights will not be entitled to any compensation. Once a holder has exercised the Pre-emptive Rights by subscribing for New Shares, such subscription cannot be withdrawn or modified by the holder.

***The New Shares***

The Board of Directors has resolved to increase the Company's share capital by exercising the authorization in article 16a and 16c of the Company's articles of association to issue shares with pre-emptive subscription rights for the Company's Existing Shareholders. The New Shares will, once duly registered with the Danish Business Authority, rank *pari passu* with and carry the same rights as the Company's existing shares.

After payment of the Subscription Price, investors will be granted temporary share certificates under the temporary ISIN code DK0061409042. The temporary share certificates will not be admitted to trading and official listing on Nasdaq Copenhagen A/S. The temporary ISIN code is, thus, registered in VP Securities A/S solely for the subscription of New Shares. The temporary ISIN code will be merged with the permanent ISIN code for the Company's existing shares DKDK0011048619 as soon as possible after registration of the capital increase with the Danish Business Authority (expectedly no later than 21 October 2020). The New Shares

will be admitted to trading and official listing on Nasdaq Copenhagen A/S under the same ISIN code as the Company's existing shares with the expected first day of trading and official listing being 22 October 2020, at the latest.

#### ***Completion and withdrawal of the Offering***

Completion of the Offering is conditional upon the Offering not being withdrawn. The Offering may be withdrawn at any time prior to registration of the capital increase relating to the Offering with the Danish Business Authority. Any such withdrawal will be notified via Nasdaq Copenhagen A/S. The Company's agreement with its financial advisor is subject to terms and conditions, which may result in a withdrawal of the rights issue, e.g., in case of material adverse changes in the Company.

If the Offering is withdrawn, any exercise of Pre-emptive Rights that has already taken place will be cancelled automatically. The subscription amount paid for temporary share certificates will be refunded (less any transaction costs) to the last registered owner of the temporary share certificates as of the date of such withdrawal. All unexercised Pre-emptive Rights will lapse, and no New Shares will be issued.

Trades of Pre-emptive Rights executed during the rights trading period will not be affected. Consequently, investors who have acquired Pre-emptive Rights will incur a loss corresponding to the difference between the purchase price and the subscription price of temporary share certificates and any related transaction costs.

#### ***Minimum and maximum subscription amount***

The minimum number of New Shares that a holder of Pre-emptive Rights may subscribe will be one (1) New Share, requiring the exercise of three (3) Pre-emptive Rights and the payment of the Subscription Price. Holders of Pre-emptive Rights may subscribe for as many New Shares as their holding of Pre-emptive Rights allows.

#### ***Remaining Shares***

New Shares that have not been subscribed for by holders of Pre-emptive Rights before the expiry of the Subscription Period ("Remaining Shares") may, without compensation to the holders of unexercised Pre-emptive Rights, be subscribed for by other Existing Shareholders or qualified investors who have made binding undertakings to subscribe for the Remaining Shares before the expiry of the subscription period.

In case of oversubscription of the Remaining Shares in connection with binding undertakings, such Remaining Shares will be allocated according to apportionment keys determined by the Company's Board of Directors.

#### ***Payment for and delivery of New Shares***

Holders of Pre-emptive Rights must, upon exercise of such Pre-emptive Rights, pay DKK 1.60 per New Share subscribed for to the Company (free and clear of any deductions, fees, charges, etc.). Payment for the New Shares shall be made in Danish kroner on the date of the subscription and in no event later than 20 October 2020. The temporary share certificates will be delivered to the relevant investor's account with VP Securities A/S under the temporary ISIN code DK0061409042.

#### ***Pre-allotment***

There is no pre-allotment of New Shares.

### ***Expected timetable of principal events***

The timetable for main events relating to the rights issue is as follows:

Announcement of Prospectus:	25 September 2020
Last day of trading in existing shares including Pre-emptive Rights:	25 September 2020
First day of trading in existing shares ex Pre-emptive Rights:	28 September 2020
First day of rights trading period:	28 September 2020
Allocation time of Pre-emptive Rights:	29 September 2020 at 5:59 p.m. CEST
First day of subscription period:	30 September 2020
Last day of rights trading period:	9 October 2020
Last day of subscription period:	13 October 2020
Allocation of Remaining Shares:	15 October 2020
Expected date of publication of the results of the Offering:	15 October 2020
Expected registration of the New Shares with the Danish Business Authority:	21 October 2020
Expected date of admission of the New Shares to trading and official listing under the ISIN code of the existing shares:	22 October 2020
Expected merger of ISIN codes:	23 October 2020

### **Global Coordinator and legal advisors**

Nordea is acting as Global Coordinator of the Offering.

Gorrissen Federspiel acts as legal advisor to the Company. Kromann Reumert acts as legal advisor to the Global Coordinator.

### **Prospectus**

Following publication, the Prospectus containing detailed information on BioPorto and the Offering will, subject to certain restrictions, be available at the Company's website: [www.bioporto.com/aktieudbud-2020](http://www.bioporto.com/aktieudbud-2020). Apart from information that is incorporated in the Prospectus by reference, the contents of the website of BioPorto do not form part of the Prospectus.

### ***For further information, please contact:***

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### ***About BioPorto***

*BioPorto is an in vitro diagnostics company that provides tests and antibodies to clinicians and researchers around the world. We use our antibody and assay expertise to transform novel research tools into clinically actionable biomarkers that can make a difference in patients' lives. BioPorto is headquartered in Hellerup, Denmark and is listed on the NASDAQ Copenhagen stock exchange [CPH:BIOPOR].*

### ***Forward-looking statement disclaimer:***

*Certain statements in this announcement are forward-looking statements, which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts, including with respect to the timing, terms and*

*consummation of the rights issue described herein and potential FDA clearance and commercialization of The NGAL Test. These forward-looking statements, which may use words such as “aim”, “anticipate”, “believe”, “intend”, “estimate”, “expect” and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, and uncertainties that could cause the actual results of operations, financial condition, liquidity, dividend policy and the development of the industry in which the company’s business operates to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given these risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date of such statements and, except as required by applicable law, BioPorto undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.*