

NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING

The Board of Directors hereby convenes an Extraordinary General Meeting of BioPorto A / S (the "Company"):

August 15, 2019, at 2.00 pm (CET),

**At the Company's address
Tuborg Havnevej 15, st., DK-2900 Hellerup**

(Parking in Waterfront Shopping)

AGENDA AND COMPLETE PROPOSALS:

1) ELECTION OF TWO NEW MEMBERS TO THE BOARD OF DIRECTORS

The Board of Directors proposes election of the following two new board members:

1. Christopher Lindop, and
2. Michael S. Singer.

The background and other management positions of each candidate are described below. Both candidates are considered independent in accordance with the Danish Recommendations on Corporate Governance.

The competency profile for the entire Board of Directors is available at the Company's website, www.bioporto.com.

Christopher Lindop (born 1957, American citizen)

Christopher Lindop qualified as a CA and CPA and was previously a partner with Arthur Andersen and E&Y. In 2003, Christopher Lindop took the position as Chief Financial Officer (CFO) in Inverness Medical Ltd., before he became CFO and EVP Business Development at Haemonetics Corporation Ltd. (HAE) in 2007. Since 2017, Christopher Lindop has been CFO at Quotient Limited (QTNT). From 2007 until 2018 Mr. Lindop was a member of the board of directors of Parexel International (PRXL) where he served as Chairman of the Audit Committee and member of the Nominating and Governance Committee. He has considerable experience in management of US listed health care and diagnostic companies and within finance and reporting, corporate governance, mergers & acquisitions, funding and strategy development and execution.

Michael S. Singer (born 1973, American citizen)

Michael S. Singer has since 2016 served as Chief Scientific Officer (CSO) and co-founder of Cartesian Therapeutics, Inc., a US biotech company with clinical candidates for novel immunotherapies to cure cancer. Before this he was co-founder and CSO of Topokine Therapeutics, Inc. where he was responsible for pre-clinical and clinical development of the company's topical medicine candidates for fat reduction. Topokine was sold to Allergan in 2016. Early in his career, Michael S. Singer was a physician and surgeon, among other places at Brigham and Women's Hospital in Boston, MA, before in the period 2006-2012 founding and divesting Health Honors Corporation and leading Translational Medicine at Novartis Institutes for Biomedical Research as a director. Michael S. Singer possess significant experience and skills in designing and executing pre-clinical and clinical development processes in biotech and health care companies. He is MD cum laude and Ph.D. (neurosciences) from Yale University, CT.

2) ANY OTHER BUSINESS

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ADOPTION REQUIREMENTS	The proposal may be adopted by simple majority.
SHARE CAPITAL AND VOTING	At the time of convening, the share capital of the Company amounts to DKK 174,944,375. 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 174,944,375 votes).
SUBMISSION OF DOCUMENTS AND QUESTIONS	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 are available on the Company's website, www.bioporto.com . Until and including the day before the general meeting, shareholders may address questions regarding the agenda or documents for the general meeting to the Company in writing.
RECORD DATE	<p>The right of a shareholder to attend the 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 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 August 8, 2019.</p>
ADMISSION CARD	<p>Request for admission cards must be no later than August 9, 2019 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 "Extraordinary 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 general meeting upon presentation of appropriate ID.</p> <p>Voting forms will be handed out at the entrance of the 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 general meeting.</p> <p>The proxy must be received by the Company no later than August 9, 2019 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 "Extraordinary General Meeting". <p>Admission cards to shareholders' advisers or administrators must also be obtained within the deadline specified.</p>
VOTE BY CORRESPONDENCE	<p>Shareholders may vote by correspondence prior to the general meeting.</p> <p>Votes by correspondence must be received by the Company no later than August 12, 2019 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 form for voting by correspondence can be found on www.bioporto.com under "Investor Relations" and subsequently "Extraordinary General Meeting".
BIOPORTO A/S	<p>Contact: Karen Stendal Telephone: + 45 29 00 00, e-mail: investor@bioporto.com</p>
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 .

REGISTRATION FORM

The Company's Extraordinary General Meeting will be held on August 15, 2019 2.00 pm (CET) at the Company's address, Tuborg Havnevej 15, st., DK-2900 Hellerup, Denmark.

This form must be received by BioPorto A / S **no later than August 9, 2019**. The filled in form may be returned by e-mail: **gf@computershare.dk**. Please note that neither BioPorto A / S nor the share registrar may be held responsible for any delays in submitting the form.

Shareholder name:

Address:

Number of votes:

E-mail:

☐ I wish to receive an admission card to the Company's Extraordinary General Meeting

☐ I wish to receive an admission card for a proxy:

Name of proxy: _____
(please use capital letters)

☐ I also wish to receive an admission card for an adviser:

Name of adviser: _____
(please use capital letters)

Admission cards ordered with this form may be collected at the entrance to the general meeting upon presentation of appropriate ID. Admission cards ordered on the shareholders' portal will be sent electronically by e-mail to the e-mail address indicated on the shareholders' portal upon registration. Admission cards must be brought along to the general meeting, either electronically on a smartphone/tablet or in print.

Date

Signature

PROXY - AND VOTE BY CORRESPONDENCE FORM

The Company's Extraordinary General Meeting will be held on August 15, 2019 at 2.00 pm (CET) at the Company's address, Tuborg Havnevej 15, st., DK-2900 Hellerup, Denmark.

This form must be received by BioPorto A / S no later than **August 9, 2019**, if used as a proxy form, and no later than **August 12, 2019** if used as a vote by correspondence form. The filled in form may be returned by e-mail: **gf@computershare.dk**. Please note that neither BioPorto A/S nor the share registrar may be held responsible for any delays in submitting the form.

Shareholder name:

Address:

Number of votes:

E-mail:

I hereby authorise vote by correspondence/proxy on my/our behalf on the Extraordinary General Meeting on August 15, 2019 and to submit votes in accordance with my/our shareholdings, as set out below:

Please check

☐ Proxy to the Board of Directors of BioPorto A / S (with a right of substitution) to vote in accordance with the Board of Directors' recommendation as stated below

or

☐ Proxy is granted to the following third party: _____
(Name and address of proxy holder – please use capital letters)

or

☐ Proxy is granted to the Board of Directors of BioPorto A / S (with a right of substitution) to vote as specified below,

or

☐ Votes by correspondence are cast as stated below. Votes by correspondence cannot be revoked.

Please check the below boxes to indicate, how your votes shall be cast at the general meeting. To the extent that an instruction has not been ticked off, this form will be considered as a proxy to the Board of Directors to vote or abstain from voting in accordance with the recommendation by the Board of Directors, as indicated below.

In the event that new proposals are submitted, including any amendments to proposals or proposals for new candidates to the Board of Directors which is not included on the agenda, the proxy holder will vote on your behalf according to his/her best belief. Votes by correspondence will be considered, if the new proposal is, in all its materiality, identical to the original proposal.

Agenda (the full agenda is set out in the notice)

		FOR	AGAINST	ABSTAIN	Board of Directors' recommendation
1.	Election of two new members to the Board of Directors	-		-	-
	Election of Christopher Lindop	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
	Election of Michael S. Singer	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
2.	Any other business (not up for vote)	-		-	-

A proxy/vote by correspondence is valid for shares held by the undersigned on the record date, August 8, 2019, calculated on the basis of entries in the shareholders' register and any notice of ownership received by the Company for the purpose of registration in the shareholders' register.

Date

Signature