



March 7, 2022
Announcement no. 2

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

With reference to Company Announcement no. 2 of March 7, 2022, BioPorto A/S ("BioPorto" or the "Company") today announces that its board of directors (the "Board of Directors") has resolved to initiate a rights issue with pre-emptive subscription rights (the "Pre-emptive Rights") for the Company's existing shareholders (the "Existing Shareholders") allowing for subscription of between 49,000,000 and 66,938,601 new shares with a nominal value of DKK 1 each (the "New Shares") at a subscription price of DKK 1.50 per New Share (the "Subscription Price") (the "Offering").

The Offering is made at a subscription ratio of 1:4, meaning that each of the Company's Existing Shareholders will be allocated one (1) Pre-emptive Right per existing share held, and that four (4) Pre-emptive Rights are required to subscribe for one (1) New Share at the Subscription Price of DKK 1.50. A prospectus regarding the Offering (the "Prospectus") is, subject to certain restrictions, available at the Company's website: www.bioporto.com/aktieudbud-2022.

Reason for the Offering and use of proceeds

The purpose of the Offering is to strengthen the Company's capital resources and advance implementation of the Company's strategic priorities. By 2025, the Company aspires to become one of the world's leading companies in diagnostics that improve kidney health.

The Offering is expected to raise gross proceeds to the Company of at least approximately DKK 73.9 million. If fully subscribed, the Offering will raise gross proceeds of approximately DKK 100.4 million. The net proceeds are expected to be at least approximately DKK 66.6 million, and the net proceeds from a fully subscribed Offering are expected to be approximately DKK 93.3 million, in each case after deduction of costs and expenses payable by the Company in relation to the Offering.

The Company will retain broad discretion over the use of the net proceeds from the Offering, but expects that the net proceeds from the Offering will be used for general corporate purposes, including to finance working capital, fund operating expenses in excess of those funded by margin from revenues, and undertake the committed and planned investments and activities, including capital expenses, to be taken towards the Company's strategic priorities, which include a clinical trial and application to the U.S. Food and Drug Administration (the "FDA") for clearance of the Company's product, The NGAL Test, for assessment of Acute Kidney Injury in children under the age of 22 (pediatrics) in the U.S.



Following a potential clearance by the FDA of The NGAL Test in pediatrics, strategic priorities include development of the Company's U.S. organization for a potential commercialization of The NGAL Test.

Advance subscription commitments and guarantee undertakings

The Company has entered into certain advance subscription commitments and guarantee undertakings with a number of Existing Shareholders, institutional investors and qualified investors, including Aktieselskabet Arbejdernes Landsbank, Formue Nord Markedsneutral A/S, investment entities administered by Artha Kapitalforvaltning, Media-Invest Danmark A/S, and Ejendomsselskabet Jano ApS (the "Guarantors"). On the terms and conditions of the subscription commitments and guarantee undertakings, the Guarantors have undertaken to exercise Pre-emptive Rights and/or subscribe for any Remaining Shares (as defined below) up to an aggregate amount of DKK 73.9 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 66,938,601 New Shares of nominally DKK 1 each with Pre-emptive Rights for the Existing Shareholders. The Offering is subject to a minimum of 49,000,000 New Shares being subscribed.

Subscription Price

The New Shares are offered at a Subscription Price of DKK 1.50 per New Share.

Subscription ratio and allocation of Pre-emptive Rights

The Offering is being made at a ratio of 1:4, meaning that Existing Shareholders registered as such with VP Securities A/S ("Euronext Securities") on 10 March 2022 at 5:59 p.m. CEST will be allocated one (1) Pre-emptive Right per existing share and that four (4) Pre-emptive Rights will be required to subscribe for one (1) New Share at the Subscription Price of DKK 1.50 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 DK0061685823 during the period from 9 March 2022 at 9:00 a.m. CEST to 22 March 2022 at 5:00 p.m. CEST. The last day of trading in existing shares including Pre-emptive Rights is 8 March 2022.

Subscription period

The subscription period for the New Shares commences on 11 March 2022 at 9:00 a.m. CEST and closes on 24 March 2022 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 DK0061685906. 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 Euronext

Securities 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 (which is expected to occur no later than 1 April 2022). 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 4 April 2022, 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 by the Company at its discretion and 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.

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 four (4) 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 1.50 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 31 March 2022. The temporary share certificates will be delivered to the relevant investor's account with Euronext Securities under the temporary ISIN code DK0061685906.

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:	7 March 2022
Last day of trading in existing shares including Pre-emptive Rights:	8 March 2022
First day of trading in existing shares ex Pre-emptive Rights:	9 March 2022
First day of rights trading period:	9 March 2022
Allocation time of Pre-emptive Rights:	10 March 2022 at 5:59 p.m. CEST
First day of subscription period:	11 March 2022
Last day of rights trading period:	22 March 2022
Last day of subscription period:	24 March 2022
Allocation of Remaining Shares:	28 March 2022
Expected date of publication of the results of the Offering:	28 March 2022
Expected registration of the New Shares with the Danish Business Authority:	1 April 2022
Expected date of admission of the New Shares to trading and official listing under the ISIN code of the existing shares:	4 April 2022
Expected merger of ISIN codes:	5 April 2022

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-2022. 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 focused on saving lives and improving the quality of life with actionable biomarkers - tools designed to help clinicians make changes in patient management. The Company uses its expertise in antibodies and assay development, as well as its platform for assay development, to create a pipeline of novel and compelling products that focus on conditions where there is significant unmet medical need, and where the Company's tests can help improve clinical and economic outcomes for patients, providers, and the healthcare ecosystem.

The Company's flagship product is The NGAL Test, which has been designed to aid in the risk assessment of Acute Kidney Injury, a common clinical syndrome that can have severe consequences, including significant morbidity and mortality if not identified and treated early. With the aid of The NGAL Test, physicians can identify patients potentially at risk of AKI more rapidly than is possible with current standard of care measurements, enabling earlier intervention and more tailored patient management strategies.

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 in pediatrics, development of the Company's U.S. organization 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, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Factors that may impact BioPorto's success are more fully disclosed in BioPorto's periodic financial filings with the Danish Financial Supervisory Authority, including the prospectus related to the rights issue described herein that it expects to publish shortly, particularly under the heading "Risk Factors".

Important information

This announcement does not constitute a prospectus as defined by Regulation (EU) No. 2017/1129 of 14 June 2017 and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in the Company, except on the basis of information in the prospectus published by the Company in connection with the rights issue and admission of such securities to trading and official listing on Nasdaq Copenhagen A/S. The Prospectus is, subject to certain restrictions, available at the Company's *website*: www.bioporto.com/aktieudbud-2022.