

FULLY ELECTRONIC GENERAL MEETING DUE TO COVID-19

Due to the COVID-19 pandemic, the Board of Directors has decided to hold the Annual General Meeting as a fully electronic general meeting without the possibility of physical attendance. The decision is made pursuant to section 1 of the Danish Executive order no. 2240 of 29 December 2020. For further information on how to participate, vote and ask questions, see the section on practical information after the agenda and complete proposals.

NOTICE CONVENING THE ANNUAL GENERAL MEETING

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

April 29, 2021, at 3.00 pm (CET)

AGENDA:

1) REPORT OF 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.

2) 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 2020, including the proposal that this year's results be brought forward, is approved.

3) 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.

4) PRESENTATION OF THE REMUNERATION REPORT FOR AN ADVISORY VOTE

In accordance with recently enacted changes to the Danish Companies Act, the Company's Remuneration Report for the financial year 2020 is presented to the general meeting for an advisory vote.

The Remuneration Report 2020 covers remuneration for the financial year 2020 awarded to members of the Company's Board of Directors and Executive Management.

The Remuneration Report 2020 is available on the Company's website.

5) APPROVAL OF REMUNERATION FOR THE BOARD OF DIRECTORS

The Board of Directors proposes that remuneration for the Board of Directors for the financial year 2021 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 committees.

Currently, the following committees have been established: 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.

6) ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

The Board of Directors proposes re-election of the following board members: Thomas Magnussen, Torben Arnth Nielsen, Christopher Lindop, Kirsten Aarup Drejer and Michael S. Singer.

Further to this, the Board of Directors proposes election of Don M. Hardison and John McDonough as new members to the Board of Directors.

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 2020. All candidates are considered independent according to the Danish Corporate Governance Recommendations.

Thomas Magnussen (born 1953, Danish)

Thomas Magnussen has been a member of the Board of Directors of the Company since 2013 and is Chairman of the Board of Directors. Thomas Magnussen is Chief Executive Officer of Therazone ApS and Thera Property ApS. Thomas Magnussen is a serial entrepreneur within high-tech, focusing on start-up companies with global business potential. Thomas Magnussen has experience in commercialization strategies within nanotechnology, ICT and MedTech industries and has previously been Chairman of the Board of Directors of QuantumWise ApS and Zylinc A/S. Thomas Magnussen holds an MBA from INSEAD as well as a Ph.D. and MSc from the Technical University of Denmark.

Torben Arnth Nielsen (born 1960, Danish)

Torben Arnth Nielsen has been a member of the Board of Directors of the Company since 2013 and is Vice Chairman of the Board of Directors. Torben Arnth Nielsen has over the past 25 years held senior positions in the financial sector, most recently as a member of the executive management of Sydbank A/S, being responsible for asset management and capital markets, and as Chairman of the Board of Directors of BankInvest Private Equity A/S. Concurrently, he has held several national and international board directorships. Over the last 30 years, of which 5 were in New York and London, Torben Arnth Nielsen has built and managed businesses in Denmark and abroad in all relevant commercial business areas in the financial sector and has been involved in and responsible for several mergers and acquisitions. Torben Arnth Nielsen holds DIEU's top management education VL (2006) as well as a degree in banking.

Christopher Lindop (born 1957, American)

Christopher James Lindop has been a member of the Board of Directors of the Company since 2019. 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. In 2003, Christopher James Lindop took the position as Chief Financial Officer of Inverness Medical Ltd., before he became Chief Financial Officer and EVP Business Development at Haemonetics Corporation Ltd. (HAE) in 2007. Since 2017, Christopher James Lindop has been Chief Financial Officer of Quotient Limited (QTNT) until his retirement in May 2020. From 2007 until 2018 Christopher James 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. Christopher James Lindop 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)

Michael Singer has been a member of the Board of Directors of the Company since 2019. Michael Scott Singer has served since 2016 as Chief Scientific Officer and co-founder of Cartesian Therapeutics, Inc., a U.S. clinical-stage cell and gene therapy company. Prior to this, he was co-founder and Chief Scientific Officer of Topokine Therapeutics, Inc., where he was responsible for pre-clinical and clinical development of the Company's adipomodulatory products. Topokine Therapeutics, Inc. was acquired by Allergan in 2016. Michael Scott Singer was also co-founder and Chief Scientific Officer of HealthHonors Corporation, acquired by Healthways in 2009. He also served as Director of Translational Medicine at Novartis and a physician at Harvard and the U.S. Veterans Affairs Medical Center. Michael Scott Singer serves on the clinical faculty and as an entrepreneur in residence at Yale University. He volunteers on the Board of Museum Advisors at the Museum of Science, Boston. He holds an M.D. cum laude and a Ph.D. in neuroscience from Yale University, CT.

Kirsten Aarup Drejer (born 1956, Danish)

Kirsten Aarup Drejer has been a member of the Board of Directors for BioPorto since 2017. Kirsten Aarup Drejer has previously also been a member of the Board of Directors (2016-2018), and co-founder of Symphogen, a biopharmaceutical company focused on the innovative therapeutic utilization of antibody mixtures. Symphogen was acquired by Servier in 2020. Kirsten Aarup Drejer is also chairman of Antag Therapeutics ApS, Bioneer A/S and ResoTher Pharma ApS, deputy chairman of Zealand Pharma A/S, and member of the Board of Directors of Alligator Bioscience and Malin Plc. Kirsten Aarup Drejer was CEO of Symphogen from 2000 to 2016. Prior to this, Kirsten Aarup Drejer held a number of scientific and managerial positions within Novo Nordisk. Kirsten Aarup Drejer is a member of numerous advisory boards at the University of Copenhagen, the Danish Technical University and the Copenhagen Business School. Kirsten Aarup Drejer won the prize of "BiotechBuilder of the Year" in 2003 and "Entrepreneur of the Year, Biotech" in 2007. Kirsten Aarup Drejer holds a master's degree in pharmacy and a Ph.D. in pharmacology from the University of Copenhagen.

Don M. Hardison (born 1950, American)

Don Hardison most recently served as the 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 in February 2021 by Hologic Inc. Prior to Biotheranostics, he was the President and Chief Executive Officer of Good Start Genetics, a molecular diagnostics company focused on reproductive health. Earlier in his career, he held a number of executive and senior management positions at a number of public companies including: Laboratory Corporation of America and Quest Diagnostics, the two largest US clinical laboratory companies; Exact Sciences Corporation, a molecular diagnostics company; and SmithKline Beecham Corporation, a pharmaceutical company. He currently serves on the Board of Directors of several privately held companies, including Stemina Biomarker Discovery Inc., Seventh Sense Biosystems, and IQuity, Inc. He also served on the board of directors of Exact Sciences Corporation from May 2000, through its initial public offering in February 2001, until August 2007. Don Hardison received his Bachelor of Arts degree (political science) from the University of North Carolina, Chapel Hill.

John McDonough (born 1959, American)

John McDonough currently serves as Chairman of the Board of Directors and previously served as President and Chief Executive Officer of T2 BioSystems, Inc., a diagnostics company focused on the rapid detection of sepsis-causing pathogens. From 2003 to 2007, John held a number of positions at Cytyc Corporation, a company focused on women's health, and ultimately served as President at Cytyc Development Corporation. He had the responsibility of designing and executing Cytyc Corporation's growth strategy for expanding the company from a single product company with revenue of approximately \$300 million to a diverse women's health company with revenue of approximately \$750 million and led the efforts that resulted in Cytyc's acquisition by

Hologic, Inc. in October 2007, 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.

7) PROPOSALS FROM THE BOARD OF DIRECTORS

A) Proposal to renew authorisation 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 authorisations shall each be subject to a limit of DKK 100,000,000 for pre-emptive issues. For share issues without pre-emptive rights, the limit is DKK 30,000,000 with the option of an additional DKK 70,000,000 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). The authorisations shall further be subject to an unchanged aggregate maximum of DKK 120,000,000. 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 29, 2023, 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 100,000,000 in total.

Article 16b

The board of directors is authorised until April 29, 2023, 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 30,000,000 and further by an additional DKK 70,000,000 for offerings where the new shares are 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), provided in each case that any capital increase pursuant to this authorisation shall be effected at market price.

Article 16c

A maximum of nominally DKK 120,000,000 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.”

The Board of Directors notes that the previous authorisation to raise loans against issuance of convertible debt instrument in Article 17 of the Articles of Association has lapsed. The Board of Directors proposes that this authorisation not be renewed and it will consequently be removed from the Articles of Association. Subsequent articles will be renumbered accordingly.

B) Proposal to renew authorisation to issue warrants and amend warrant terms

To secure the Company's ability to continue to attract and retain highly qualified employees and members of management, the Board of Directors proposes that the authorisation in Article 18 of the Articles of Association to issue warrants to the Executive Management and employees of the Company and its subsidiaries be renewed. The proposed authorisation shall be limited so that (i) the aggregate number of warrants outstanding shall not exceed the equivalent of 10% of the Company's share capital from time to time; and further that (ii) the maximum share capital increase pursuant to the authorisation shall be DKK 10,000,000 (corresponding to approximately 4% of the Company's current share capital). The authorisation will expire on the second anniversary of the general meeting. The Board of Directors further proposes that any changes to performance criteria applicable to warrants shall require unanimous approval of the Board of Directors.

Article 18a of the Articles of Association will consequently be deleted and replaced by the following:

“Until 29 April, 2023, the board of directors is authorised to issue warrants, on one or more occasions, entitling the holder(s) to subscribe for up to nominally DKK 10,000,000 of the share capital of the Company. In no event shall the aggregate number of outstanding warrants issued by the Company allow for the issuance of shares representing more than 10% of the Company's share capital from time to time. The new warrants may be issued to employees and the executive management of the Company or its subsidiaries and thus without pre-emptive rights for existing shareholders.

Issued warrants, that lapse unused or are returned to the Company, may be re-issued or re-used, subject always to the above limitations and provided that the exercise price shall equal the market price of the Company's shares at the time the warrants are re-issued or re-used. The board of directors determines the detailed terms for warrants, including terms for the exercise of warrants. Potential performance requirements for the exercise of warrants (KPI's) will be determined by the board of directors at the time of grant. Performance requirements, including the deadline for such requirements to be satisfied, can be amended only with the unanimous approval of the Board of Directors.

The board of directors is authorised to decide on the capital increases by cash payment pertaining to the warrants. All new shares shall be negotiable securities, shall have the same rights as the other shares and shall entitle the holder to

dividends and other rights in the Company from the time determined by the board of directors when adopting the decision to increase the share capital. The new shares shall be paid in full, registered in the name of the holder and 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.”

In addition, a new section 12.4 will be included in Annex 1 to the Articles of Association:

”Irrespective of section 12.1. and 12.2., performance requirements, including the deadline for such requirements to be satisfied, can be amended only with the unanimous approval of the Board of Directors.”

Grant and subsequent issue of warrants is at all times subject to the Company’s Remuneration Policy and the terms and conditions set out in the Articles of Association, which are available on the Company’s website, www.bioporto.com.

C) Adoption of an amendment of the Remuneration Policy to authorise the Board of Directors to implement an indemnification scheme for members of the Board of Directors and the Executive Management

Recent developments in the insurance market is making it increasingly difficult and costly for listed companies to obtain and maintain relevant and appropriate insurance coverage for its directors, officers and key employees. The Board of Directors therefore considers it to be in the best interest of the Company and its shareholders that the Company is authorised by resolution of the Board of Directors to offer indemnification to members of the Board of Directors and Executive Management for potential third party claims, provided that such claims are not caused by gross negligence or wilful misconduct by the board member or executive in question.

The Board of Directors therefore proposes to include the following wording in the Remuneration Policy as a new section 3.1.:

“The Company may take out liability insurance covering its directors and officers in the exercise of their duties. If the Company considers that the insurance coverage available is insufficient and/or unreasonably costly, the Company may by resolution of the Board of Directors offer to indemnify members of the Board of Directors and/or Executive Management in respect of third party claims raised against them in relation to the exercise of their duties, provided in each case such claims are not caused by fraud, gross negligence or wilful misconduct.”

The remainder of section 3 “General Terms” will be renumbered accordingly. No further amendments are proposed to the Remuneration Policy, which is available on the Company’s website.

D) 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.

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) ANY OTHER BUSINESS

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ADOPTION REQUIREMENTS	Adoption of agenda items 7.A - 7.B require 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 266,581,904. 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 266,581,904 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 updated Remuneration Policy, and the Remuneration Report, the audited annual report for 2020 and the LUMI AGM guide on how to participate electronically 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	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.

The record date is April 22, 2021.

ELECTRONIC ADMISSION CARD

Shareholders wishing to participate in the general meeting must order an electronic admission card in due time for the order to be received by Computershare A/S **no later than April 23, 2021** by one of the following ways:

- visiting Bioporto's Shareholder Portal at <https://bioporto.com/investor-relations/shareholder-portal/> and registering electronically (remember to have your NemID or your VP account number available);
- Login details appears on the electronic admission card that will be sent to the email address registered in the Shareholder Portal. Shareholders must ensure that the registered email address is correct. The admission card may also be downloaded directly from the Shareholder Portal.
- A shareholder may attend the general meeting together with an advisor, provided that an electronic admission card was ordered in due time for the advisor. Admission cards to shareholders' advisers or administrators must also be obtained within the period specified.

PROXY

Shareholders may submit a proxy to the Board of Directors or to a person designated by the shareholder participating in the Annual General Meeting.

The proxy must be received by the Company **no later than April 23, 2021** 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 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 26, 2021** 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

ELECTRONIC GENERAL MEETING

Participation in the general meeting will take place electronically through the application Lumi AGM, which may be accessed via computer, tablet or smartphone using a web browser.

You are required to request admission card to be able to participate electronically (see instructions above). Please be advised, that access require the latest version of either of the following web-browsers: Chrome, Safari, Internet Explorer 11, Edge or Firefox. Participating shareholders are advised to connect early to ensure that the chosen web browser is compatible. To participate, go to the website <http://web.lumiagm.com> on a computer, tablet or smartphone on the date of the general meeting. Login and help desk (see below) is open one hour before the meeting begins. Each participating shareholder is responsible for having the required software and uninterrupted internet connection to be able to participate in the general meeting.

Questions regarding technical matters such as notification of participation, use of the Shareholder Portal and Lumi AGM may be directed to Computershare A/S at +45 45 46 09 97 prior to the general meeting on weekdays at 9.00 am - 3.00 pm CET as well as during the general meeting.

In order to ensure that communications from the Company such as e.g. the notice to convene general meetings are received, shareholders are urged to ensure that they have registered a correct email address in the Shareholder Portal.

Please note that shareholders who vote in advance by proxy or correspondence will not be able to vote electronically during the general meeting.

Please note that all comments and questions submitted during the general meeting must be submitted in writing via the Lumi AGM application. For technical reasons the length of comments and questions are limited. The chairman of the meeting is authorised to moderate comments and questions inter alia to comply with the technical limitations and the general conduct of the general meeting.

As communication and voting on the general meeting is conducted electronically delays may occur. These delays may potentially last several minutes.

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>.