

April 4, 2024

**Notice convening the Annual General Meeting in BioPorto A/S**

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

Tuesday April 30, 2024, at 3.00 p.m. (CEST)  
At the Company’s address  
Tuborg Havnevej 15, st., DK-2900 Hellerup, Denmark

**AGENDA:**

**ITEM 1 - 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.

**ITEM 2 - PRESENTATION OF THE ANNUAL REPORT FOR APPROVAL AND ALLOCATION OF PROFIT OR COVERING OF LOSS**

The Board of Directors proposes that the annual report be approved and that the result for the financial year 2023 be carried forward to the next financial year.

**ITEM 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.

**ITEM 4 - PRESENTATION OF THE REMUNERATION REPORT FOR AN ADVISORY VOTE**

The Board of Directors proposes that the Company’s Remuneration Report for the financial year 2023 be approved by an advisory vote.

The Remuneration Report 2023 covers remuneration for the financial year 2023 awarded to members of the Company’s Board of Directors and Executive Management.

The Remuneration Report 2023 is available on the Company’s website.

**ITEM 5 - APPROVAL OF REMUNERATION FOR THE BOARD OF DIRECTORS**

The Board of Directors proposes that the Annual General Meeting approves the following cash remuneration for the members of the Board of Directors for the financial year 2024 (all unchanged compared to 2023):

- Members of the Board of Directors - DKK 250,000
- Vice Chair of the Board of Directors - DKK 350,000
- Chair of the Board of Directors - DKK 500,000

Board members shall furthermore be entitled to remuneration for participation in committees of DKK 25,000 per committee with an overall maximum remuneration for participation in committees of DKK 50,000 per board member. The Chair and Vice Chair are not entitled to receive additional remuneration for participation in committees.

In respect of members of the Board of Directors that are not Danish tax residents, additional contributions will be paid to achieve tax equalization, whereby the relevant members of the Board of Directors are placed as if they were taxed only in the jurisdiction where they are tax resident.

In case board members also hold officer or directorships in subsidiaries of the Company, the above-mentioned fees and contributions constitute the aggregate maximum amounts payable for all officer or directorships held in the group.

**ITEM 6 - 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: John Patrick McDonough, Ninfa Saunders, Michael S. Singer and Don M. Hardison.

In addition, the Board of Directors proposes the election of Henrik Juul and Tonni Bülow-Nielsen as new members of the Board of Directors.

Peter M. Eriksen will not seek re-election at the General Meeting.

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 2023. All candidates are considered independent according to the Danish Corporate Governance Recommendations.

**John McDonough, Chair** (born 1959, American nationality) has been a member of BioPorto's Board of Directors since 2021 and currently serves as the chairman of the Board of Directors. 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 Executive Chairman of the Board of Directors at Sunbird Bio and chairman of the board at Cytrellis Biosystems. He earned his undergraduate degree in business from Stonehill College.

**Don Hardison, Jr., Vice Chair** (born 1950, American nationality) 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 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 Cytek Biosciences and mdxhealth and several privately held companies including Stemina Biomarker Discovery., YourBio, Decode Health, Breathe BioMedical, Arima Genomics and GeneCentric. He also served as President and CEO and a director of Exact Sciences Corporation, through its initial public offering and the initial years of being a public company. He received his Bachelor of Arts in Political Science from the University of North Carolina, Chapel Hill.

**Michael Singer, MD, PhD** (born 1973, American nationality) 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.

**Ninfa Saunders** (born 1959, American nationality) has been a member of BioPorto's Board of Directors since 2023. Ninfa has over 50 years of healthcare experience from the bedside as a Clinical Nurse Specialist, to C-Suite roles, topping of her career as President and CEO of multi-hospital systems. She maintained a laser focus on strategy, operations and people while optimizing patient care and enhancing the bottom line. She created innovative strategies that accelerated growth, strengthened operations and saved lives. As CEO of Navicent Health, Ninfa expanded the hospital's reach in Georgia through mergers and acquisitions, partnerships, new service lines and a strategic alliance with 30+ hospitals region-wide. In 2019, she orchestrated a merger with Charlotte based Atrium Health to position Navicent for future growth and sustainability. Since her retirement in 2020, she has served on the Board of Directors for Horizon Blue Cross Blue Shield, NJ, Quorum Health, Pipeline Health and T2 Biosystems. She serves on the Compensation Committee, Audit. Committee, Finance Committee and Governance Committee. Ninfa is a seasoned healthcare executive sought after for her competencies in all areas of leadership, management and governance.

**Henrik Juuel** (born 1965, Danish nationality) has been EVP & CFO for Bavarian Nordic A/S since 2018. Prior to Bavarian Nordic, he served as CFO for Orexo AB, a Swedish specialty pharmaceutical company listed on the Nasdaq Stockholm exchange and prior to that held senior positions at various companies including CFO of GN ReSound, CFO of Virgin Mobile (Central and Eastern Europe) and CFO of NNE Pharmaplan. He began his career at Novo Nordisk in 1992 and during his 15-year tenure with the company held several senior finance positions in Denmark and abroad. He holds an MSc in Economics and business administration from University of Aarhus (DK) and University of Leuven (B).

**Tonni Bülow-Nielsen** (born 1958, Danish nationality) is currently Partner in EIFO's direct Lifescience investments and is on the Board of Directors in the following portfolio companies: Evosep ApS, Cathvision ApS, Reapplix A/S, TeesuVac ApS and Microshade A/S. He is also Chair of the Board in ZcureX (and its wholly owned subsidiary), a Swedish Nasdaq listed company, member of the Board of Directors in two privately owned companies ( Arcedi Biotech Aps and ILS Denmark Aps) and sole member of the executive board in Bülow-Nielsen Holding ApS (and its wholly-owned subsidiary). Tonni earned his E\*MBA from SIMI/CBS.

#### **ITEM 7 - ELECTION OF AUDITOR**

The Board of Directors proposes re-election of Deloitte Statsautoriseret Revisionspartnerselskab ("Deloitte"), company registration number 33963556, as the Company's auditor.

The proposal is based on the recommendation of 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.

#### **ITEM 8 - PROPOSALS FROM THE BOARD OF DIRECTORS**

##### **Items 8.a(i)-(ii) - Proposal to renew authorizations to increase the share capital with and without pre-emptive rights**

To secure the basis for future financing rounds, the Board of Directors proposes that

- (i) the authorization in article 17a of the Articles of Association to increase the Company's share capital with pre-emptive rights be renewed, and
- (ii) the authorization in article 17b of the Articles of Association to increase the Company's share capital without pre-emptive rights at market value be renewed with revised limit.

The aggregate share capital increases with pre-emptive rights (agenda item 8.a(i)) shall be subject to the existing limit of nominally DKK 125,000,000. For share issues without pre-emptive rights (agenda item 8.a(ii)), the aggregate share capital increase shall be subject to a revised combined limit of nominally DKK 125,000,000.

Both authorizations are proposed to apply until the third anniversary of the General Meeting. The two authorizations will remain subject to an aggregate limit of nominally DKK 150,000,000 as presently included in Article 17c.

The proposed authorizations would result in the current Article 17 being replaced by the following:

*“Article 17a*

*The board of directors is authorised until April 30, 2027, 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 17b*

*The board of directors is authorised until April 30, 2027, 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 125,000,000. Any capital increase pursuant to this authorization shall be effected at market price as determined by the Board of Directors.*

*Article 17c*

*The aggregate maximum share capital increase which may be completed pursuant to the authorizations set out in Articles 17a and 17b shall be nominally DKK 150,000,000. Capital increases pursuant to Articles 17a and 17b may be completed against 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 the above authorizations.”*

The amended Articles of Association are available on the Company's website.

**Item 8.b - Proposal to renew and amend the authorization to issue warrants to employees and members of management**

The Board of Directors' current authorization in Article 18 of the Articles of Association to issue warrants to employees and members of management expired on April 27, 2024. To enable the Company to continue to attract and retain highly qualified employees and members of management, the Board of Directors proposes that the authorization in Article 18 of the Articles of Association be renewed.

The proposed authorization shall continue to be limited so that (i) the aggregate number of warrants outstanding issued to employees and members of management 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 authorization shall be nominally DKK 14,000,000 (corresponding to approximately 3.69% of the Company's current share capital). The authorization is proposed to have a duration of two years expiring on April 30, 2026.

The proposed authorization would result in Article 18a being replaced by the following:

*“Article 18*

*Warrants*

*Article 18a*

*Until April 30, 2026, 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 14,000,000 of the share capital of the Company. The new warrants may be issued to employees, members of the executive management of the Company or its subsidiaries and members of the board of directors of the Company or its subsidiaries and thus without pre-emptive rights for existing shareholders. The exercise price shall be determined by the board of directors at the time the warrants are issued and shall equal the market price of the Company's shares at the time of issue or at the time of conversion. In no event shall the aggregate number of outstanding warrants issued by the Company to such employees and management members allow for the issuance of shares representing more than 10% of the Company's share capital from time to time.*

*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; provided, however, that performance requirements applicable to warrants issued to members of the Board of Directors shall only be determined by the general meeting.*

*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 authorization."*

#### **Item 8.c - Authorization to the Chair of the General Meeting**

The Board of Directors proposes that the General Meeting authorizes the Chair 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.

#### **ITEM 9 - ANY OTHER BUSINESS**

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#### **OTHER INFORMATION**

##### **ADOPTION REQUIREMENTS**

Adoption of items 8.a(i), 8.a(ii) and 8.b requires adoption by at least 2/3 of both the votes cast and 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 General Meeting, the share capital of the Company amounts to DKK 379,670,461. 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 379,670,461 votes).

##### **PRACTICAL INFORMATION**

Until and including the day of the General Meeting, the following documents will be available on the Company's website, [www.bioporto.com](http://www.bioporto.com):

- The convening notice, including the agenda and 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 Remuneration Report for 2023; and
- The audited Annual Report for 2023.

The General Meeting will be held in English. Parking is available in the nearby Waterfront Shopping Center.

##### **SUBMISSION OF QUESTIONS AHEAD OF THE GENERAL MEETING**

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. Shareholders are kindly asked to submit questions to the following e-mail address: [investor@bioporto.com](mailto:investor@bioporto.com).

##### **RECORD DATE**

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.

The record date is 23 April 2024, 11:59 PM CEST.

#### ADMISSION CARDS

Shareholders who wish to attend the General Meeting must request an admission card **no later than 26 April 2024, 11:59 PM CEST**. Admission cards for the General Meeting may be obtained as follows:

- Electronically via the Company's shareholder portal, available on the Company's website, [www.bioporto.com](http://www.bioporto.com) under "Investor Relations" or on the website of Computershare A/S, [www.computershare.dk](http://www.computershare.dk).
- By returning the signed and completed registration form to Computershare A/S either by e-mailing a scanned copy of the form to [gf@computershare.dk](mailto:gf@computershare.dk) or by sending it by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1<sup>st</sup> DK-2800 Kgs. Lyngby, Denmark. The registration form is available on the Company's website [www.bioporto.com](http://www.bioporto.com) under "Investor Relations", subsequently "Investor Dashboard" and then "General Meetings".
- By contacting Computershare A/S by phone +45 45 46 09 97 (weekdays 09.00 a.m. and 3.00 p.m. CEST) or by e-mail to [gf@computershare.dk](mailto:gf@computershare.dk).

Admission cards are only sent out electronically via email to the email address provided in the shareholder 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. 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 ID. Voting forms will be handed out at the entrance of the General Meeting.

#### PROXY VOTING

Shareholders unable to attend the General Meeting may attend by proxy. Proxies must be received by Computershare A/S **no later than 26 April 2024, 11:59 PM CEST** by one of the following ways:

- Electronically via the Company's shareholder portal, available on the Company's website, [www.bioporto.com](http://www.bioporto.com) under "Investor Relations".
- By returning the signed and completed proxy form to Computershare A/S either by e-mailing a scanned copy of the form to [gf@computershare.dk](mailto:gf@computershare.dk) or by sending it by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1<sup>st</sup> DK-2800 Kgs. Lyngby, Denmark. The proxy form is available on the Company's website [www.bioporto.com](http://www.bioporto.com) under "Investor Relations", subsequently "Investor Dashboard" and then "General Meetings".
- By contacting Computershare A/S by phone +45 45 46 09 97 (weekdays 09.00 a.m. and 3.00 p.m. CEST) or by e-mail to [gf@computershare.dk](mailto:gf@computershare.dk).

#### VOTING BY CORRESPONDENCE

Votes by correspondence must be received by Computershare A/S **no later than 26 April 2024, 11:59 PM CEST** by one of the following ways:

- Electronically via the Company's shareholder portal, available on the Company's website, [www.bioporto.com](http://www.bioporto.com) under "Investor Relations".
- By returning the signed and completed voting by correspondence form to Computershare A/S either by e-mailing a scanned copy of the form to [gf@computershare.dk](mailto:gf@computershare.dk) or by sending it by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 1<sup>st</sup> DK-2800 Kgs. Lyngby, Denmark. The voting by correspondence form is available on the Company's website [www.bioporto.com](http://www.bioporto.com) under "Investor Relations", subsequently "Investor Dashboard" and then "General Meetings".
- By contacting Computershare A/S by phone +45 45 46 09 97 (weekdays 09.00 a.m. and 3.00 p.m. CEST) or by e-mail to [gf@computershare.dk](mailto:gf@computershare.dk).

#### 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 [www.bioporto.com/Investor-Relations/Governance.aspx](http://www.bioporto.com/Investor-Relations/Governance.aspx).

#### CONTACT BIOPORTO A/S

Phone: + 45 29 00 00, e-mail: [investor@bioporto.com](mailto:investor@bioporto.com).