

20 March 2025  
Announcement no. 7

## 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:

**11 April 2025 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 2024 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 2024 be approved by an advisory vote.

The Remuneration Report 2024 covers remuneration for the financial year 2024 awarded to members of the Company’s Board of Directors and Executive Management. The Remuneration Report 2024 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 remuneration for the members of the Board of Directors for the financial year 2025 comprising cash and share-based components.

The cash component is as follows (2024 figures included in parenthesis for comparison):

- Members of the Board of Directors - DKK 300,000 (DKK 250,000)
- Vice Chair of the Board of Directors - DKK 450,000 (DKK 350,000)
- Chair of the Board of Directors - DKK 900,000 (DKK 500,000)

Remuneration for participation in committees: Board Members receive DKK 25,000 per committee and the Chair of the committee receives DKK 50,000. The Chair and Vice Chair of the Board of Directors are not entitled to receive additional remuneration for participation in committees. The committees and their current members are described on the Company’s website.

The share-based component (number of warrants) is as follows:

- Members of the Board of Directors - 200,000
- Vice Chair of the Board of Directors - 300,000
- Chair of the Board of Directors - 1,000,000

The warrants issued to each board member shall be subject to the following performance criteria:

- The issued warrants shall vest in equal tranches quarterly over two years (i.e. based on calendar quarters), with the first tranche vesting on the first day of the commencement of the first calendar quarter after the grant date.
- The exercise period shall expire no later than on the tenth anniversary of grant.

The warrants shall not be subject to leaver terms, except that all warrants shall lapse in case the board member’s appointment terminates (for any reason) prior to the Company’s Annual General Meeting in 2026.

The warrants shall otherwise be governed by the terms and conditions of the Company’s Incentive Warrant Program, as set out in Appendix 1 of the Company’s Articles of Association, with appropriate adjustments reflecting the board members’ role.

The implementation of the above grants shall be carried out by the Board of Directors in accordance with the authorization set out in the Company’s Articles of Association and the Company’s Remuneration Policy.

Board members can elect to receive all or part of their cash remuneration (excluding committee fees) in the form of warrants. The number of warrants will be based on the Black-Scholes value at the time of grant based on such election and shall be capped at the number of warrants received as base remuneration, cf. the above. The warrants shall be subject to the same terms and conditions as those granted as base remuneration, cf. the above, including implementation by the Board of Directors.

In case board members also hold officer or directorships in subsidiaries of the Company, the above-mentioned remuneration 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: Henrik Juuel and Mats Thorén.

As announced in company announcement no. 04, the Board of Directors proposes the election of Donna Haire and Jens Due Olsen as new members of the Board of Directors.

Ninfa Saunders, Michael S. Singer and Don M. Hardison 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 2024. All candidates are considered independent according to the Danish Corporate Governance Recommendations.

After the Annual General Meeting, the Board of Directors expects to constitute itself by electing Jens Due Olsen as Chair and Henrik Juuel as Vice Chair of the Board of Directors, respectively.

**Henrik Juuel** (born 1965, Danish nationality) has been a member of BioPorto's Board of Directors since 2024 and currently serves as the Chair of the Board of Directors. Henrik Juuel has been the Executive Vice President and Chief Financial Officer at Bavarian Nordic since 2018. Prior to joining Bavarian Nordic, Henrik Juuel served as CFO at Orexo AB and held senior positions at several large and diverse organizations, including Group CFO of Virgin Mobile (Central and Eastern Europe), CFO of GN ReSound, and CFO of NNE Pharmaplan. Henrik Juuel began his career at Novo Nordisk in 1992, where he held several senior finance positions in Denmark and abroad during his 15-year tenure with the company. Henrik Juuel holds an M.Sc. in Economics and Finance.

**Mats Thorén** (born 1971, Swedish nationality) has been a member of BioPorto's Board of Directors since 2024. Mats Thorén has 25 years of financial market experience, specializing in healthcare through roles in equity analysis and corporate finance. He has spent 19 years as a Healthcare investment expert, working with firms like Nalka Life Science AB and MedCap AB, and now leads Vixco Capital. Mats holds board positions at FluoGuide A/S, Xbrane BioPharma AB, Arcoma AB, and Herantis Pharma Oy, and has previously held board roles at C-Rad AB, Cellartis AB, and others. His educational background includes Economics, focusing on Accounting and Financial Economics, and medical studies at the Karolinska Institute in Stockholm.

**Donna Haire** (Born 1969, American nationality) is an accomplished board director and Chief Executive Officer of The Eriah Group, Inc., a global consulting firm specializing in turn-key R&D operations, including regulatory, quality, clinical, and medical affairs for drugs, biologics, medical devices, in vitro diagnostics, and combination products. With over 30 years of leadership experience in healthcare, pharmaceuticals, and medical devices, she has a proven track record of designing, developing, and successfully commercializing innovative products. Donna currently serves on the boards of FluoGuide A/S and Sedana Medical AB. Her previous executive roles include Executive Vice President of Regulatory and Quality at On Target Laboratories, Vice President, Head of Medical Care Global Regulatory Affairs at Bayer, and Senior Vice President of Regulatory, Quality, Clinical, and Medical Affairs at AngioDynamics. She also held senior positions at Philips Healthcare, Medtronic, and STERIS. Recognized for her regulatory expertise, Donna was designated a U.S. regulatory expert to lead international trade negotiations on regulatory convergence. She served on AdvaMed's Technical and Regulatory Board Committee and was an Adjunct Professor at the University of Akron School of Law. Throughout her career, she has been passionate about mentoring and developing the next generation of industry leaders. A sought-after keynote speaker and panelist at global events, Donna holds an M.S. in Biology from Cleveland State University and a B.S. in Biology from The University of Akron.

**Jens Due Olsen** (Born 1963, Danish nationality) has over 30 years of experience in leadership positions in Danish and international industrial, financial and technology companies, including medico technology. Jens currently serves as the Chair of the Board of Directors at NKT Holding and the privately owned European Energy A/S. Jens also holds the position of Vice Chair of the Board of Directors at KMD A/S, a subsidiary of NEC Corp. Inc., and has advisory roles with several private equity and venture capital firms, including JOLT S.A. Additionally, Jens is Chair of the non-for-profit organization Børnebasketfonden. Jens Due Olsen has previously held leadership and executive positions at A.P. Moller-Maersk, FLSmidth and GN Store Nord, amongst others.

#### **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 adopt 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 adopting new authorizations to increase the Company's share capital as follows:

- (i) a new authorization to be inserted as article 17d of the Articles of Association to increase the share capital by nominally DKK 50,000,000 with pre-emptive rights for existing shareholders, and
- (ii) a new authorization to be inserted as article 17e of the Articles of Association to increase the share capital by nominally DKK 50,000,000 without pre-emptive rights for existing shareholders at market value.

The new authorizations are proposed to expire on 30 April 2029 and will be subject to a combined aggregate limit of nominally DKK 75,000,000.

Subject to approval of the proposed authorizations, the existing authorizations under Articles 17a-17c of the Articles of Association will expire on 30 June 2025.

The proposed authorizations will result in the inclusion of the following new Articles 17d, 17e and 17f in the Articles of Association:

*“Article 17d*

*The board of directors is authorised until 30 April 2029 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 50,000,000 in total.*

*Article 17e*

*The board of directors is authorised until 30 April 2029 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 50,000,000. Any capital increase pursuant to this authorization shall be effected at market price.*

*Article 17f*

*The aggregate maximum share capital increase which may be completed pursuant to the authorizations set out in Articles 17d and 17e shall be nominally DKK 75,000,000. Capital increases pursuant to Articles 17d and 17e may be completed against cash payment. 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 - 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) and 8.a(ii) 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 429,670,461. 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 429,670,461 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 2024; and
- The audited Annual Report for 2024.

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 record date is 4 April 2025, 11:59 PM CEST.

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.

### **ADMISSION CARDS**

Shareholders who wish to attend the General Meeting must request an admission card **no later than 7 April 2025, 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 7 April 2025, 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 **8 April 2025, 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 45 29 00 00, e-mail: [investor@bioporto.com](mailto:investor@bioporto.com).