

Nomination & Remuneration Committee Charter

Purpose

The Nomination & Remuneration Committee (the "Committee") has been established by the Board of Directors (the "Board") to assist in fulfilling its oversight responsibilities in BioPorto A/S (the "Company").

The responsibilities of the Committee are extensive and multifaceted. The Committee plays a crucial role in shaping the leadership and governance of the Company. Through careful evaluation and strategic recommendations, it ensures that the Board of Directors and the Extended Leadership Team possess the necessary skills, competencies, and composition to drive the Company forward. Furthermore, it assesses the compensation levels and structure within the Company.

Other items can be added to the Annual Plan & the Agenda if deemed necessary or required by law, regulations or other guidelines.

In the event of inconsistencies between this Committee Charter and the Board's Rules of Procedure, the latter will prevail.

Committee Members

The Committee consists of a Committee Chair and Committee member(s).

Meetings

The Committee shall meet as needed according to the Company's Annual Plan and deemed necessary or appropriate in relation to the Company's needs.

A quorum for any meeting shall be a majority of the members. The Chair of the Committee shall have the casting vote.

Minutes of each meeting shall be prepared and distributed to the Board.

Reporting

The Committee shall report regularly to the Board on its activities and recommendations. The Committee shall review its charter annually and recommend any necessary changes to the Board.

Remuneration

The Committee members may be remunerated with a fee proposed by the Board of Directors and decided by the Annual General Meeting.

Nomination Main Responsibilities

1. Evaluation of Board of Directors and Extended Leadership Team

The Committee defines and recommends to the Board of Directors which qualifications are deemed required by all members of the Board of Directors.

The Committee continuously assesses the Board's relevant competencies. As part of this, the Committee annually issue a recommendation to the Board of Directors stating:

- a) Whether there are areas in which the competencies and knowledge of the Board and its members should be improved.
- b) Whether the composition of the Board of Directors is such that the Board can live up to its responsibility.
- c) Whether the Board of Directors is of the right size and if discussions are constructive and effective decisions are made.

The Committee annually ensures that the performances and results of the Board as a whole and its individual members, along with the Board's collaboration with the Extended Leadership Team, are evaluated and the findings of such evaluation are presented for discussion to the Board.

The Committee continuously assesses the composition, expert knowledge, and experience of the Extended Leadership Team, along with the performance and results of its duties, and issues recommendations to the Board of Directors on any need for changes in the Extended Leadership Team.

2. First-time election, re-election, and replacements of Board Members

The Committee is responsible for the process by which the general meeting elects new Board members and re-elects existing members. As part of this work the Committee shall:

- a) Propose a competence profile for the Board of Directors in which the Committee lists suitable criteria for selection of Board members.
- b) Propose an action plan composition of the Board.
- c) Identify and recommend candidates to the Board of Directors for nomination.

3. Identification and recommendation of candidates for Executive Management.

4. Assist the Board and the Executive Management with selection of candidates for the Extended Leadership Team by participating in “grandfather” interviewing of finalist candidates.

5. Succession planning

The Committee shall ensure that succession plans exist for the Extended Leadership Team and shall issue recommendations to the Board of Directors on long- term succession planning.

Remuneration Main Responsibilities

1. Remuneration Policy Submission

The Committee updates, prepares and submit the remuneration policy for the Board of Directors and Executive Management of BioPorto A/S to the Board of Directors for approval prior to final approval by the Annual General Meeting as required by the Danish Companies Act. The policy will be submitted for approval when deemed necessary due to material changes, however, at least every four years.

2. Proposal Submission

The Committee submits proposals to the Board of Directors regarding remuneration for members of the Board of Directors prior to approval by the Annual General Meeting.

3. Strategic Remuneration Policy and Practice

The Committee ensures strategic remuneration policy and practice: on behalf of the Board of Directors to analyze and benchmark the pay and employment conditions of the Executive Management of BioPorto A/S, including remuneration, customary bonus agreements as well as employee benefits, car arrangements and severance agreements and based on that submit a recommendation for approval by the Board of Directors. The Committee presents cash and share-based incentive schemes to Executive management and submits them to the Board of Directors for approval or acts on a mandate from the Board.

4. Consistence with Remuneration Policy

The Committee ensures that the remuneration (and any other benefits the Board of Directors and Executive Management may be eligible for are consistent with the Company's remuneration policy and with the assessment of the individual's contribution.

5. Remuneration Monitoring

The Committee monitors the remuneration and other benefits of the Extended Leadership Team of BioPorto A/S to ensure that it is in line with the principles of the remuneration policy.

6. Annual Remuneration Report Monitoring

The Committee monitors the disclosures in the annual remuneration report regarding remuneration to the Board of Directors and Executive Management are correct, give a true and fair view and are adequate.

7. Other Factors and Tasks

The Committee monitors other factors in relation to the tasks stated which the Committee may find necessary in its judgement as well as other tasks which the rest of the Board of Directors may ask the Committee to prepare or assess.

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