

March 19, 2014
Announcement no. 05

Notice to Convene Ordinary General Meeting

Ordinary General Meeting of Shareholders of BioPorto A/S will be held on

**Tuesday, April 10, 2014, at 10:00 a.m., at the company's address,
Tuborg Havnevej 15, st., 2900 Hellerup, Denmark**

Please be aware of BioPortos new company address!

(Parking in Waterfront Shopping)

With the following agenda:

1. Statement on the company's activities during the past year, including a statement of the financial position and the equity situation.
2. Presentation of the annual report for approval.
3. Allocation of profit or covering of loss.
4. Decision to discharge the management.
5. Proposals from the Board of Directors:
 - a) Authorization for the company to acquire own shares;
 - b) Approval of remuneration of the Board of Directors;
 - c) Proposal for adjusting the wording regarding the record date in article 7, 2 in the Articles of Association according to the Danish Companies Act.
 - d) Proposal for adjusting the wording regarding proxies (time restriction and purpose) in article 7, 4 in the Articles of Association according to the Danish Companies Act.
 - e) Proposal for adjusting article 13 in the Articles of Association, so that the signatures of two executive managers also will bind the company.
 - f) Proposal for the authorizations to increase the share capital in article 16a-b in the Articles of Association to be extended.
 - g) Proposal for the authorizations to issue of warrants in article 18 in the Articles of Association to be extended and increased.
6. Election of board members.

The Board of Directors proposes re-election of the following board members; Thomas Magnussen, Torben Arnth Nielsen and Roar Bjørk Seeger.
7. Election of Auditor.

The Board of Directors proposes election of PricewaterhouseCoopers Statautoriseret Revisionspartnerselskab as the company's new auditor.
8. Any other business.

**Details of the proposals:
(Complete proposals)**

Re item 1 on the agenda:

The Board of Directors proposes that the Board's report on the Company for the past year, including a statement of the financial position and equity situation as required by the Companies Act § 119, is noted.

Re item 2 and 3 on the agenda:

The Board of Directors proposes approval of the audited annual report of 2013 with the proposal of this year's earnings brought forward.

Re item 4 on the agenda:

The Board of Directors proposes decision to discharge the company's management.

Re item 5a on the agenda:

The Board of Directors proposes that the Board of Directors shall be authorized to, within a period of 18 months from the date of the ordinary general meeting, let the company repurchase shares held by the company itself with a nominal value of up to 10% of the share capital of the company at any time. The purchase price shall not deviate more than 10% from the price of the shares in the company noted by NASDAQ OMX Copenhagen A/S at the time of purchase.

Re item 5b on the agenda:

The Board of Directors proposes that the remuneration for the Board of Directors for the financial year 2014 is determined as a base fee of DKK 100,000. The vice-chairman receives DKK 350,000 and the chairman receives DKK 500,000.

At appointment to or resignation from the Board of Directors or the chairmanship during the financial year, a proportional fee shall be paid for the time period the member in charge has been a member of the Board of Director, or the chairmanship.

It is The Board of Directors' assessment that the fees are reasonable and competitive compared to the business in general and to the company's actual situation.

Re item 5c and 5d on the agenda:

The Board of Directors proposes that the wording regarding the record date in article 7, 2 in the Articles of Association is adjusted according to the Danish Companies Act article 84.

The Board of Directors further proposes that the wording regarding proxies (time restriction and purpose) in article 7, 4 in the Articles of Association be adjusted according to the Danish Companies Act article 80.

Article 7 will hereinafter have the following wording:

"Article 7

Each share amount of DKK 1.00 carries one (1) vote.

The right of a shareholder to attend a general meeting and to vote is determined relative to the shares held by the shareholder at the record date. The record date is one (1) week before the general meeting. The shares held by each shareholder and voting rights at the record date are calculated on the basis of registration of the shareholders' ownership in the register of shareholders and notifications about ownership received by the Company for entry into the register of shareholders.

Any shareholder entitled to attend the general meeting as referred to above, and who wish to attend the general meeting shall within three (3) days before the meeting request an admission card to the general meeting.

Shareholders may appear in person or by proxy, and both the shareholder and the proxy holder can attend with an advisor. Voting rights can be exercised by proxy. A proxy may be revoked at any time. Revocation must be in writing and can be effected by contacting the Company. Any shareholder entitled to attend the general meeting as referred to above may also vote by regular mail. Votes by regular mail must be made in writing and be received by the Company no later than three (3) days prior to the general meeting."

Re item 5e of the agenda:

The Board of Directors proposes an adjustment in article 13 in the Articles of Association, so that the signatures of two executive managers also will bind the company.

Article 13 will hereinafter have the following wording:

"Article 13

The Company is bound by the signatures of a majority of the board of directors, by the signatures of one (1) executive manager and the chairman of the board of directors jointly or by the signatures of two (2) executive managers."

Re item 5f of the agenda:

The Board of Directors proposes that the authorization in article 16a to increase the company's share capital with pre-emptive right for existing shareholders is extended until April 10, 2019, so that the share capital can be increased by a total of nominally DKK 100,000,000.

Further, the Board of Directors proposes that the authorization in article 16b to increase the company's share capital without pre-emptive right for existing shareholders is extended until April 10, 2019, so that the share capital can be increased by a total of nominally DKK 70,000,000.

The fixed limit in article 16c for the total capital increase pursuant to the authorizations in articles 16a-16b is changed to a total of nominally DKK 120,000,000.

Article 16 will hereinafter have the following wording:

"Article 16

Increase of the capital stock

Article 16a

The board of directors is authorized until 10 April, 2019, to increase the Company's capital stock on one or more occasions, with a pre-emptive right for existing stockholders, by a total of DKK 100,000,000."

"Article 16b

The board of directors is authorized until 10 April, 2019, to increase the Company's capital stock on one or more occasions, without a pre-emptive right for existing stockholders, by a total of DKK 100,000,000, provided that the increase takes place at the market price."

"Article 16c

The authorizations of the board pursuant to Articles 16a and 16b may altogether at the maximum be used for the issuance of new shares with a total nominal value of DKK 120,000,000. For the capital increase 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. These new stocks shall be negotiable securities and may be payable to the bearer but may be registered in the Company's stock register. No restrictions shall apply to the marketability of the new stocks."

Re item 5g of the agenda:

The Board of Directors proposes that the authorization in article 18 in the Articles of Association to issue warrants to employees and the executive management in the Company and its subsidiary and is without pre-emptive rights for existing shareholders is extended until April 10, 2019 and increased to a nominal value of DKK 7.500.000 shares.

Article 18 will hereinafter have the following wording:

"Article 18

Warrants

Until April 10, 2019, the board of directors is authorized to issue warrants, on one or more occasions, entitling the holder(s) to subscribe for up to nominally DKK 7,500,000 shares. The new warrants can be issued to employees and the executive management in the Company and its subsidiary and is without pre-emptive rights for existing shareholders.

Issued warrants, that lapse unused or are returned to the Company, may be reissued or reused.

The board of directors is authorized 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 when the board of directors adopts the decision to increase the capital. The new shares shall also be issued to the bearer but may be registered in the name of the holder in the Company's register of shareholders.

The board of directors is authorized to amend the Articles of Association as required following exercise of this authorization."

"Article 18 a

According to former authorization from the general meeting, the Company's board of directors has, by decision on April 7, 2011, exercised its authorization to allot warrants in accordance with Article 18 of the Articles of Association, by issuing warrants giving right to subscribe for a total of 511,500 new shares of nominally DKK 3.00 each, i.e. nominally DKK 1,534,500 in the aggregate. The terms hereof are specified in Appendix 2 for warrants giving right to subscribe for 75,000 shares, i.e. nominally DKK 225,000 shares, and in Appendix 3 for warrants giving right to subscribe for 436,500 shares, i.e. nominally DKK 1,309,500 shares."

"Article 18 b

According to former authorization from the general meeting, the Company's board of directors has, by decision on April 16, 2009, exercised its authorization from the general meeting to issue warrants giving right to subscribe for a total of 483,250 new shares of nominally DKK 3.00 each, i.e. nominally DKK 1,449,750 shares in the aggregate. The terms hereof are specified in Appendix 1."

Re item 6 on the agenda:

The Board of Directors proposes re-election of the following board members: Thomas Magnussen, Torben Arnth Nielsen and Roar Bjørk Seeger. The other board members do not wish to be re-elected.

Members of the Board of directors are appointed and stand for election on the basis of their specific qualifications and experiences relevant for BioPorto. The Board of Directors is composed to ensure an optimal combination of professional experience in the business in general, within research and development, sales and marketing, IP rights and license negotiations, as well as finance and economy. Further, diversity is considered in the composition of the Board of Directors in regard to gender, age etc.

The backgrounds of the candidates are described below, however, it should be noted that the annual report for 2013 contains information on the managerial offices of the current Board of Directors:

Thomas Magnussen is Chairman and co-founder and partner in QuantumWise A/S and Zylinx A/S, respectively, as well as entrepreneur in the high-tech space, start-up companies with global business scope. Thomas Magnussen has experience in commercialization strategies and from industries including nanotechnology, ICT and medtech. Thomas Magnussen holds an MBA from INSEAD and a Ph.D and M.S. from DTU.

Torben A. Nielsen has over the past 25 years held senior positions in the financial sector – the last 10 years as member of the executive management in Sydbank responsible for asset management, capital markets, treasury, foreign and several other business areas as well as CEO of BankInvest. Concurrently, he has held several national and international board memberships, including NASDAQ OMX. Of a total of 30 years in the financial sector, of which 5 years in New York and London, Torben A. Nielsen has built and managed businesses at home 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 A. Nielsen was born in 1960 and holds DIEUs top management education VL (2006) and a banking education.

Roar Bjørk Seeger has since 2011 been the Director of Lion & Dolphin A/S and Vidis GmbH with the overall responsibility for brand building and building distributo networks. Previously, he was a Director of Modstrøm A/S, building the first climate friendly power retailer. Roar Bjørk Seeger also has several years of experience in the telecommunications industry within sales and marketing. Roar Bjørk Seeger was born in 1964 and holds an MBA in Technology, Market and Organisation from Copenhagen Business School (2005) and a military education.

Re item 7 on the Agenda:

The Board of Directors proposes election of PricewaterhouseCoopers Statautoriseret Revisionspartnerselskab as the company's new auditor.

Share capital, voting rights and authorized institution

At the time of convening the General Meeting, the share capital of the company amounts to DKK 117,874,210. The share capital is fully paid up and divided into shares of nominal value DKK 1.00 (117,874,210 shares). Each share carries one vote (117,874,210 votes).

Adoption of the proposals under items. 5 (c) - (g) requires the acceptance of at least 2/3 of both the votes cast at the general meeting, as of the share capital represented at the general meeting. The other proposals are adopted by a simple majority.

Record date

The right of a shareholder to attend a General Meeting and to vote is determined relative to the shares held by the shareholder at the record date. The record date is one week before the General Meeting. The shares held by each shareholder at the record date are calculated on the basis of registration of the shareholders' ownership in the register of shareholders and notifications about ownership received by the company for entry into the register of shareholders, but which have not yet been registered in the register of shareholders. The record date is Tuesday, April 3, 2014.

Admission card

Admission to the general meeting is conditional on the presentation of an admission card, which can be obtained by written request to the BioPorto office no later than Friday, April 4, 2014.

Admission card can be obtained in person or in writing to the company on e-mail: investor@bioporto.com, or by submitting the admission card form.

The form is sent to the shareholders who have so requested, and is available on the company website www.bioporto.com.

Proxy

Shareholders may submit a proxy to the board of directors or a person designated by the shareholder who participates in the meeting.

The proxy form can be obtained on the company website or by written request on e-mail investor@bioporto.com.

Completed proxy forms must be received by the company no later than Friday, April 4, 2014.

Admission cards to shareholder's advisers or administrators must also be obtained within the period specified.

Vote by correspondence

Shareholders also have the opportunity to vote by correspondence.

The form for voting by correspondence can be obtained on the company website or by written request on e-mail investor@bioporto.com

Completed forms can be submitted by mail to the company, Tuborg Havnevej 15, stuen, DK-2900 Hellerup, Denmark or e-mail investor@bioporto.com

Forms must be received by the company no later than Monday, April 7, 2014.

Submission of documents and questions

The notice to convene the General Meeting with agenda, complete proposals, information on voting rights and share capital, proxy form, form for voting by correspondence and the audited annual report will be available on the company website, www.bioporto.com

In the same period, the documents will be presented for inspection by the shareholders at the company office, Grusbakken 8, DK-2820 Gentofte (Tuborg Havnevej 15, stuen, DK-2900 Hellerup after April 1, 2014), all businessdays from 10:00 a.m. to 16:00 p.m.

Until the day before the General Meeting, shareholders may address questions regarding the agenda or documents to the company in writing.

BioPorto A/S
The Board of Directors

Further information:

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