

March 18th, 2015

Notice Convening the Annual General Meeting

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

Friday, April 10th, 2015, at 15:00, at the company's address:

Tuborg Havnevej 15, st., 2900 Hellerup, Denmark

(Parking can be found in Waterfront Shopping)

With the following agenda:

1. Report of the company's activities during the past year.
2. Presentation of the annual report for approval.
3. Allocation of profit or covering of loss.
4. Decision to discharge the Board of Directors and Executive Management from liability.
5. Proposals from the Board of Directors:
(a) Approval of remuneration of the Board of Directors.
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 and Roar Bjørk Seeger and election of Jan Kuhlmann Andersen as new member to the Board.
7. Election of Auditor.
The Board of Directors proposes re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab as the company's 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 is noted.

Re item 2 and 3 on the agenda:

The Board of Directors proposes approval of the audited annual report of 2014 with the proposal of this year's earnings brought forward.

Re item 4 on the agenda:

The Board of Directors proposes to discharge the Board of Directors and Executive Management from liability.

Re item 5a on the agenda:

According to BioPorto's remuneration policy, adopted at the annual general meeting on April 16, 2013, the Board of Directors are paid a fixed yearly remuneration and the Chairman and the Vice Chairman may receive increased remuneration. Remuneration must be approved by the general assembly.

The Board of Directors proposes that the remuneration for the Board of Directors for the financial year 2015 is determined as a base fee of DKK 150,000. The Vice-chairman receives DKK 350,000 and the Chairman receives DKK 500,000.

According to BioPorto's remuneration policy, the Board of Directors can further propose additional remuneration for participation in committees or assignment of extraordinary tasks for the benefit of the Board. Additional remuneration must be approved by the general assembly. Currently, the following committees are established: Audit Committee, Nomination Committee and Remuneration Committee.

The Board of Directors proposes that Board members can be remunerated for participation in committees with an additional remuneration of DKK 25,000 per committee, with an overall maximum of DKK 50,000 per Board member. The Chairman and Vice-chairman are not entitled to receive additional remuneration for committee membership.

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. It is furthermore proposed that Jan Kuhlmann Andersen is elected as a new member to the Board.

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 with regards to gender, age etc.

The backgrounds of the candidates are described below, however, it should be noted that the annual report for 2014 contains information on the managerial offices of the current Board of Directors:

Thomas Magnussen (born 1953, Danish citizen)

Elected to the Board of Directors in BioPorto since 2013. Thomas Magnussen is Chairman and co-founder and partner in QuantumWise A/S, Zylinc A/S, and Manager and Chairman in Zylinc A/S, respectively. Thomas Magnussen is an entrepreneur within 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 (born 1960, Danish citizen)

Elected to the Board of Directors in BioPorto since 2013. Torben Nielsen has over the past 25 years held senior positions in the financial sector – most recently as member of the executive management in Sydbank, responsible for asset management, capital markets, treasury as well as CEO of BankInvest. Concurrently, he has held several national and international board memberships, including former membership of the board in NASDAQ OMX Copenhagen A/S. 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 holds DIEUs top management education VL (2006) and a banking education. Torben Arnth Nielsen has his own business and is partner in Linde og Partners Kapitalrådgivning A/S.

Roar Bjørk Seeger (born 1964, Danish citizen)

Elected to the Board of Directors in BioPorto since 2013. Roar Bjørk Seeger has since 2011 been the Director of Lion & Dolphin A/S and since 2014 been the Director of JiaweiPhotovoltaicLighting with the overall responsibility for brand building and building distributor 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 holds an MBA in Technology, Market and Organisation from Copenhagen Business School (2005) and a military education.

Jan Kuhlmann Andersen (born 1961, Danish citizen)

Since 1995, Jan Kuhlmann Andersen has worked with sales within the life sciences area, mostly in US-owned companies (FMC, Cambrex, Fisher Scientific and Thermo Fisher Scientific). Since 2007, Jan Kuhlmann Andersen has been Vice President, sales & marketing, in the Animal Health & Nutrition division in Chr. Hansen A/S. In addition, Jan Kuhlmann Andersen is the Chairman of Cytovac A /S. Until January 1, 2015, Jan Kuhlmann Andersen was also a Board member in Noscomed Medical Supply A / S and in the French Life Science company Cell Made. Jan Kuhlmann Andersen holds a Master of Science in Biology, and a Ph.D. degree.

Re item 7 on the Agenda:

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

Adoption requirements

To adopt the proposals on the agenda, a simple majority of votes must be obtained.

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).

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 is calculated based on 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 Friday, April 3, 2015.

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 Wednesday, April 1, 2015.

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 has been 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 Wednesday, April 1, 2015.

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 Tuesday, April 7, 2015.

Submission of documents and questions

The notice convening the General Meeting with agenda, complete proposals, information on voting rights and share capital on the date of the notice to convene, proxy form, form for voting by correspondence and the audited annual report for 2014 will be available on the company website, www.bioporto.com

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:

Gry Husby Larsen
Tel. no. (+45) 45 29 00 00, e-mail investor@bioporto.com