

### **Board Committees of BioPorto A/S 2018**

*BioPorto's Board Committees are preparatory bodies to assist the Board in its work. Participation in Committees can be remunerated 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.*

#### **Audit Committee**

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In 2018, two meetings, including one with the auditors, were held and the Committee subsequently reported to the Board.

#### **The Audit Committee's members are:**

**Torben A. Nielsen**, independent Chairman

Torben holds DIEU's top management education VL (2006) as well as an education in banking. For more than 25 years, he has had senior positions in the financial sector. From 1998 to 2008 he was a member of the Executive Board of Sydbank A / S with responsibility for asset management, capital markets, the treasury, foreign and several other business areas, and from 2008 to 2012 he was the CEO of BankInvest A / S. At the same time, he has had several national and international Board positions, including on NASDAQ OMX. For 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 companies at home and abroad in all relevant business areas in the financial sector and has been involved in and responsible for multiple mergers and acquisitions.

The Audit Committee Chairman hereby has competences relevant to accounting and auditing that contribute to high quality in the performance of the Committee's tasks.

**Britt Meelby Jensen**, independent Member

Britt Meelby Jensen holds an MBA from Solvay Business School as well as a MSc in Pharmacology from the University of Copenhagen. She has extensive global commercial and general management experience from working in the life sciences for over 16 years with companies such as Novo Nordisk A / S, Dako A / S and Zealand Pharma A / S. Since 2015 she has been the CEO of Zealand Pharma A / S, a biotechnology company focusing on discovery, design and development of innovative peptide-based drugs.

The Audit Committee's Member hereby has competences relevant to the Company's sector, which contributes to high quality in the performance of the Committee's tasks.

#### **The Audit Committee's main tasks are:**

Prior to the approval of the annual report and other financial reports, to monitor and report to the Board about:

- significant accounting policies,
- significant accounting estimates,
- related party transactions, and
- uncertainties and risks, including in relation to the outlook for the current year.

That the Audit Committee

- annually assesses the need for an internal audit function and, in such case, presents mandates and recommendations on selecting, appointing and removing the head of any internal audit function and on the budget of the internal audit function,
- ensure that if an internal audit has been established, a description of its functions is available and approved by the Board of Directors,
- ensure that if an internal audit has been established, adequate resources and competencies are allocated to carry out work, and
- monitor the Executive Board's follow-up on the conclusions and recommendations of the internal audit function.

To monitor the Company's internal control, any internal audit and risk management systems with respect to the accounting reporting in business without infringing on its independence.

To monitor the statutory audit of financial statements, etc. and consider the outcome of the last quality control of the audit firm control and monitor the auditor's independence in relation to the scope and benefits.

To be responsible for the procedure for selection and nomination of auditor for election in accordance with Article 16.

#### **Nomination Committee**

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In 2018, one meeting were held and the Committee subsequently reported to the Board.

**The Nomination Committee's Members are:**

**Thomas Magnussen**, independent Chairman

Thomas Magnussen holds an MBA from INSEAD, a PhD and MSc from the Technical University of Denmark. He is chairman and co-founder and partner of QuantumWise A / S and Zylinc A / S, respectively, and an entrepreneur in the high-tech space dealing with startup companies with a global business area. He has experience in commercialization strategies and from industries, including nanotechnology, ICT and medtech.

The Chairman of the Nomination Committee hereby has competences of relevance in the work of the Board of Directors and the Company's sector which contributes to a high quality in the performance of the Committee's tasks.

**Torben A. Nielsen**, independent Member

Torben holds a DIEU's top management education VL (2006) as well as an education in banking. For more than 25 years, he has had senior positions in the financial sector. From 1998 to 2008 he was a member of the Executive Board of Sydbank A / S with responsibility for asset management, capital markets, the treasury, foreign and several other business areas, and from 2008 to 2012 he was the CEO of BankInvest A / S. At the same time, he has had several national and international Board positions, including on NASDAQ OMX. For 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 companies at home and abroad in all relevant business areas in the financial sector and has been involved in and responsible for multiple mergers and acquisitions.

The Nomination Committee's Member hereby has competences relevant to the Company's sector and he has had several national and international Board positions that contribute to a high quality in the performance of the Committee's tasks.

**The Nomination Committee's main tasks are:**

To describe the qualifications required by the Board of Directors and the Executive Board and for a given position, indicating the time expected to be spent carrying out a specific position, as well as assessing the competencies, knowledge and experience found in the two governing bodies,

To annually assess the structure, size, composition and results of the Board of Directors and the Executive Board and recommend any changes to the Board of Directors,

To annually assess the competencies, knowledge, experience and succession of the individual members of management and report to the Board of Directors in this respect,

To recommend candidates for the Board of Directors and the Executive Board, and

To propose an action plan to the Board of Directors on the future composition of the Board of Directors, including proposals for specific changes.

**Remuneration Committee**

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In 2018, two meetings were held and the Committee subsequently reported to the Board

**The Remuneration Committee's members are:**

**Thomas Magnussen**, independent Chairman

Thomas Magnussen holds an MBA from INSEAD, a PhD and MSc from the Technical University of Denmark. Thomas Magnussen is chairman and co-founder and partner of QuantumWise A / S and Zylinc A / S, respectively, and an entrepreneur in the high-tech space dealing with start-up companies with a global business area. Thomas Magnussen has experience in commercialization strategies and from industries, including nanotechnology, ICT and medtech.

The Chairman of the Remuneration Committee hereby has competencies relevant to remuneration and the Company's sector which contributes to a high quality in the performance of the Committee's tasks.

**Torben A. Nielsen**, independent Member

Torben A. Nielsen holds an MBA DIEU's top management, VL and bank. For more than 25 years, he had leading positions in the financial sector. From 1998 to 2008 he was a member of the Executive Board of Sydbank A / S with responsibility for asset management, capital markets, the Treasury, foreign and several other business areas, and from 2008 to 2012 he was Managing Director of BankInvest A / S.

The Remuneration Committee's Member hereby has competences relevant to remuneration and the Company's sector which contributes to a high quality in the performance of the Committee's tasks.

**The Remuneration Committee's main tasks are:**

To recommend the remuneration policy (including the general guidelines for incentive-based remuneration) to the Board of Directors and the Executive Board for approval by the Board of Directors prior to approval by the general meeting,

To make proposals to the Board of Directors on remuneration for Members of the Board of Directors and the Executive Board, as well as ensure that the remuneration is in compliance with the Company's remuneration policy and the assessment of the performance of the

persons concerned. The Committee should have information about the total amount of remuneration that Members of the Board of Directors and the Executive Board receive from other companies in the group

To recommend a remuneration policy applicable for the Company in general, and

To assist with the preparation of the annual remuneration report.

### **Research and Development Committee**

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In 2018, one meeting was held, and the Committee subsequently reported to the Board

#### **The Research and Development Committee's members are:**

**Kirsten Drejer**, independent Chairman

Kirsten Drejer holds a MSc and a PhD in pharmacology from the University of Copenhagen. Kirsten Aarup Drejer is co-founder of Symphogen A / S, a biopharmaceutical company focusing on the innovative therapeutic use of antibodies. In the period from 2000 to 2016, she was Managing Director of Symphogen A / S. Prior to this, she had a number of scientific and managerial positions within Novo Nordisk A / S. She is a member of the Board of Directors of Symphogen A / S and Danske Vækstfond and has previously been a member of the Board of Directors for e.g. Danisco A / S. Kirsten Aarup Drejer is a member of several advisory Board s at the University of Copenhagen and Copenhagen Business School. Kirsten Aarup Drejer won the award for "BiotechBuilder of the Year" in 2003 and "Entrepreneur of the Year, Biotech" in 2007

The Chairman of the Research and Development Committee hereby has competences relevant to the Company's sector and research which contribute to a high quality in the performance of the Committee 's tasks.

**Thomas Magnussen**, independent Member

Thomas Magnussen holds an MBA from INSEAD, a PhD and MSc from the Technical University of Denmark. Thomas Magnussen is chairman and co-founder and partner of QuantumWise A / S and Zylinc A / S, respectively, and an entrepreneur in the high-tech space dealing with start-up companies with a global business area. Thomas Magnussen has experience in commercialization strategies and from industries, including nanotechnology, ICT and medtech.

The Research and Development Committee's Member hereby has competencies relevant to the Company's sector and research which contribute to a high quality in the performance of the Committee 's tasks.

#### **The Research and Development Committee's main tasks are:**

To monitor the Company's research, technologies, products, clinical trials and supply chain management and provide sparring.

### **Business Development Committee**

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In 2018, one meeting was held, and the Committee subsequently reported to the Board

#### **The Business Development Committee's members are:**

**Britt Meelby Jensen**, independent Chairman

Britt Meelby Jensen holds an MBA from Solvay Business School as well as a MSc in Pharmacology from the University of Copenhagen. She has extensive global commercial and general management experience from working in the life sciences for over 16 years with companies such as Novo Nordisk A / S, Dako A / S and Zealand Pharma A / S. Since 2015 she has been the CEO of Zealand Pharma A / S, a biotechnology company focusing on discovery, design and development of innovative peptide-based drugs.

The Chairman of the Business Development Committee has competences relevant to the Company's sector and business development, which contributes to a high quality in the performance of the Committee 's tasks.

**Kirsten Drejer**, independent Member

Kirsten Drejer holds a MSc and a PhD in pharmacology from the University of Copenhagen. Kirsten Aarup Drejer is co-founder of Symphogen A / S, a biopharmaceutical company focusing on the innovative therapeutic use of antibodies. In the period from 2000 to 2016, she was Managing Director of Symphogen A / S. Prior to this, she had a number of scientific and managerial positions within Novo Nordisk A / S. She is a member of the Board of Directors of Symphogen A / S and Danske Vækstfond and has previously been a member of the Board of Directors in Danisco A / S. She is a member of several advisory Board s at the University of Copenhagen and Copenhagen Business School. She won the award for "BiotechBuilder of the Year" in 2003 and "Entrepreneur of the Year, Biotech" in 2007

The Business Development Committee's Member hereby has competencies relevant to the Company's sector and business development which contribute to a high quality in the performance of the Committee 's tasks.

#### **The Business Development Committee's main tasks are:**

To monitor the Company's marketing, sales pipeline management and follow-up and provide sparring.