

General meeting 2019

Date: May 16, 2019 2:00 PM
Place: Store Kannikestræde 19, 1.
1169 Copenhagen K.

AGENDA:

1. The Board of Directors' report on the Company's business in the past year.
2. Presentation of the audited annual report for 2017/18 for approval
3. Decision regarding use of surplus or coverage of losses according to the approved annual report
4. Election of members to the Board of Directors
5. Appointment of auditor
6. Proposal by the Board of Directors
 1. Changing the objects
 2. Changing the authorization for share capital increase
 3. Giving an authorization to the Board of Directors to issue Warrants with the corresponding capital increase
 4. Proposal that the annual report be presented in English in accordance with section 100(A) of the Danish Companies Act
7. Any other Business (not subject to a vote)

Comments to the agenda:

Ad. 4:

The Board of Directors consist of Marianne Wier, Jeppe Bo Petersen, Søren Melsing Frederiksen and Rolf Steno which all have accepted and are proposed reelected. As new member is proposed Ian Abramowitz. See enclosed attachment for details on the Board of Directors.

Ad. 5:

The current auditor Beierholm has accepted and is proposed reelected.

Ad. 6:

Item 6.1: Changing the objects

The objects of STENOCARE A/S will be changed to: "The Company's purpose is to do business by scientific work, manufacturing, development, processing, import, sale and distribution of palliative products."

Item 6.2: Changing the authorization for share capital increase

The Board of Directors are given an authorization for share capital increase until 31 May 2022. In this period the Board of Directors is authorized to make one or more capital increases whereby a total amount of up to DKK 50,000,000 can be added to the Company by issuing new shares.

Item 6.3: Giving an authorization to the Board of Directors to issue Warrants with the corresponding capital increase

Authorization to the Board to issue a warrant program with the corresponding capital increase. The warrant program includes an authorization to the Board of Directors to issue 400.000 shares of 0.08 in the period to 2022.05.31 to employees with competences to the benefit of the company. Warrants cannot be issued to the Board of Directors, the CEO and the founders.