

## Notice to Annual General Meeting in STENOCARE A/S

The Board of Directors of STENOCARE A/S ("STENOCARE" or the "Company") hereby convenes the shareholders of STENOCARE to the Annual General Meeting, which will be held:

Thursday, May 16, 2019 at 2:00 PM (The doors open at 1:30 PM).  
Store Kannikestræde 19, 1.  
DK-1169 Copenhagen K.

Complete notice incl. complete proposal of the Board and appendices can be found on the website of STENOCARE ([www.stenocare.dk/investor/EN](http://www.stenocare.dk/investor/EN)).

### 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 company 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)

### Items on the agenda, including complete proposals

#### Item 4: Election of members to the Board of Directors

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.

#### Item 5: Appointment of auditor

The current auditor Beierholm has accepted and is proposed reelected.

#### Item 6: Proposals by the Board of Directors

##### 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 31 May 2022 to employees with competences to the benefit of the company. Warrants cannot be issued to the Board of Directors, the CEO and the founders.

#### Item 7: Any other Business (not subject to a vote)

### Majority requirements

Decisions at the General Meeting shall be decided by simple majority of votes, unless otherwise provided by the legislation or these articles of association.

Resolution on amendment of the articles of association, requires that the resolution be adopted by at least two thirds of both the votes cast and the share capital represented at the General Meeting.

### **Share capital**

At the time of the notice of the general meeting, the Company's nominal share capital is DKK 715.420,96 divided into shares of nominally DKK 0.08 each. Each share of DKK 0.08 carries one vote.

### **Registration date and shareholders' voting rights**

A shareholder's right to attend and vote at the General Meeting shall be determined on basis of the shares held by the person on the date of registration. The registration date is 1 week before the date of the General Meeting.

### **Admission cards**

Shareholders who are entitled to attend the General Meeting and who wish to attend the General Meeting must request an admission card no later than Monday, May 13, 2019, at 11:59 PM. Admission cards can be ordered at the "Shareholder Portal" on the STENOCARE website: <https://stenocare.dk/Investor/EN/Shareholder-Portal>

Admission card can also be requested in writing by using the proxy form, which is available on the Company's website, <https://stenocare.dk/Investor/EN>. The completed and signed form must be scanned and emailed to Computershare A/S either by email to [gf@computershare.dk](mailto:gf@computershare.dk) or by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kgs. Lyngby, Denmark. Proxy forms must be received by Computershare A/S no later than on Monday 13 May 2019 at 11:59PM (CET)

Please note that admission cards will be sent to the e-mail address specified on registration and must be brought to the general meeting on smartphone/tablet or printed.

Shareholders who have requested an admission card without stating their e-mail address can pick up the admission card at the entrance to the general meeting against presentation of a valid ID.

Shareholders who are unable to attend, can issue a proxy or postal vote via the shareholder portal. The deadline for submitting a proxy is Monday, May 13, 2019, at 11:59 PM, while the deadline for postal voting is Monday, May 13, 2019, at 10:00 AM.

Shareholders can log in to the shareholder portal using NemID or with a user name and password. Shareholders who have not previously changed their user name in the shareholder portal, will often have the same username as their custody account number or VP account number. In some cases, the VP account number consists of the deposit number and a prior identification number on the shareholder's bank. If in doubt, shareholders can ask their bank (deposit bank).

### **Proxy**

Subject to having requested an admission card, shareholders may attend the general meeting in person or by proxy. Proxies may be submitted by one of the following ways:

- Electronically through the "Shareholder Portal" under the menu "Investor" on the Company's website, <https://stenocare.dk/Investor/EN/Shareholder-Portal>
- In writing by using the proxy form, which is available on the Company's website, <https://stenocare.dk/Investor/EN>. The completed and signed form must be scanned and emailed to Computershare A/S either by email to [gf@computershare.dk](mailto:gf@computershare.dk) or by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kgs. Lyngby, Denmark. Proxy forms must be received by Computershare A/S no later than on Monday 13 May 2019 at 11:59PM (CET). It is possible to submit either proxy or vote by correspondence, cf. below, but not both. The right to attend and vote by proxy is subject to presentation of appropriate identification. If appropriate identification is not presented, attendance and/or voting right may be rejected.

Please use the Proxy form available on the STENOCARE website: [www.stenocare.dk/investor/EN](http://www.stenocare.dk/investor/EN) (Menu: General Meeting)

### **Voting by correspondence**

Shareholders who are not able to attend the general meeting may vote by correspondence. Votes by correspondence may be submitted by one of the following ways:

- Electronically through the "Shareholder Portal" under the menu "Investor" on the Company's website, <https://stenocare.dk/Investor/EN/Shareholder-Portal>
- In writing by using the proxy form, which is available on the Company's website, <https://stenocare.dk/Investor/EN>. The completed and signed form must be scanned and emailed to Computershare A/S either by email to [gf@computershare.dk](mailto:gf@computershare.dk) or by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kgs. Lyngby, Denmark. Proxy forms must be received by Computershare A/S no later than on Monday 13 May 2019 at 11:59PM (CET). It is possible to submit either proxy or vote by correspondence, cf. below, but not both. The right to attend and vote by proxy is subject to presentation of appropriate identification. If appropriate identification is not presented, attendance and/or voting right may be rejected.

Please use the Voting by correspondence form available on the STENOCARE website: [www.stenocare.dk/investor/EN](http://www.stenocare.dk/investor/EN) (Menu: General Meeting)

#### **Additional information**

Until and including the day of the general meeting, additional information regarding the general meeting will be available on the Company's website, [www.stenocare.dk/investor/EN](http://www.stenocare.dk/investor/EN) including:

- The notice to convene the general meeting, including the agenda and the complete proposals and Appendices
- The proxy/voting by correspondence form for use in connection with voting by proxy or by correspondence;
- Board members for election 2019;
- The Company's annual report for 2017-2018.

The general meeting will be held in Danish. In connection with the general meeting, water, tea and coffee will be served.

#### **Questions from shareholders**

Please use the "Ask questions" online form available on the STENOCARE website: [www.stenocare.dk/investor/EN](http://www.stenocare.dk/investor/EN) (Menu: General Meeting)

#### **Personal data**

With regards to collection and processing of personal data for the Annual General Meeting, these are handled, stored and deleted in accordance with the General Data Protection Regulation (GDPR).

Allerød, Maj 1 - 2019

**The Board of Directors of STENOCARE A/S**

For additional information regarding STENOCARE, please contact:

Thomas Skovlund Schnegelsberg, CEO

Phone: +45 31770060

E-mail: [presse@stenocare.com](mailto:presse@stenocare.com)

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About STENOCARE A/S

*STENOCARE A/S was founded in 2017 with the purpose of being an active participant in the Danish medical cannabis pilot program. The company was first to receive the Danish Medicines Agency's permission to import, distribute as well as cultivate and produce medical cannabis. The company offers medical cannabis oil, which is produced by hygienic and high technology cultivation that comply with the strict Danish regulatory requirements. STENOCARE is also developing a separate production facility for the cultivation and production of medical cannabis at the company's premises in Jutland, Denmark.*