

# STENOCARE A/S' Extraordinary General Meeting

Monday, 16 March 2020, at 10.00 am. (CET), at Store Kannikestræde 19, 2., 1169 København K. Denmark

## Shareholder identification:

### Name and address

### VP account number

(NB! VP account number MUST be stated to identify you as a shareholder. In general, the VP account number is the same as your securities account number. In some cases, the VP account number is your securities account number plus a prefix identification number to your bank. If in doubt, please contact your depository bank.)

### Nomination of proxy/postal vote

If you do not wish to attend or are prevented from attending the general meeting, you may either vote by postal vote or appoint someone as your proxy. Nomination of a proxy or voting by post can take place electronically via the STENOCARE shareholder Portal at [www.stenocare.dk/Investor/EN/Shareholder-Portal](http://www.stenocare.dk/Investor/EN/Shareholder-Portal) or by submitting this proxy/postal vote form to Computershare A/S, Lottenborgvej 26 D, 2800 Kgs. Lyngby, Denmark either by letter or by e-mail at [gf@computershare.dk](mailto:gf@computershare.dk).

- Proxy must be received no later than **Thursday, 12 March 2020, at 11.59 pm. (CET).**
- Postal vote must be received no later than **Sunday, 15 March 2020, at 11.59 pm. (CET).**

Please indicate the type of proxy or postal vote by ticking the appropriate box below. **PLEASE TICK ONE BOX ONLY:**

**I/we hereby give proxy to the chairman of the Board of Directors** of STENOCARE A/S, or a substitute duly appointed by the chairman of the Board of Directors, to vote on my/our behalf at the Extraordinary General Meeting in accordance with the recommendations by the Board of Directors, as set out in the table below.

**I/we hereby give proxy to:** \_\_\_\_\_  
Name and address of the proxy holder (please use capital letters)

to attend and vote on my/our behalf at the Extraordinary General Meeting, and I/we hereby order an admission card on behalf of the proxy holder. If the proxy holder wants to bring an adviser, there must also be ordered admission card to said person. I/we hereby order the admission card to the adviser of the proxy holder:

\_\_\_\_\_  
Name and address of the adviser to the proxy holder (please use capital letters)

**Proxy instructions.** In the table below, I/we have indicated how I/we wish to vote at the Extraordinary General Meeting.

**Postal vote.** In the table below, I/we have indicated how I/we wish to vote at the Extraordinary General Meeting. Please note that the postal vote cannot be withdrawn, and that it will also be cast in case of proposed amendments to the items on the agenda, provided the items as amended in all material respects are the same as the original items on the agenda.

*If the form is only dated and signed, it will be considered a proxy to the chairman of the Board of Directors to vote in accordance with the recommendations of the Board of Directors as indicated in the table below. If the type of proxy/postal vote is not indicated by ticking one of the boxes above, but the form is otherwise correctly completed and signed, the form will be considered as a postal vote.*

Items on the agenda (the complete agenda appears from the notice):	FOR	AGAINST	ABSTAIN	Recommendations by Board of Directors
1. Appointment of chairman of the meeting. The Board of Directors proposes attorney Ulrik Bayer as chairman of the meeting.				
2. Proposal pursuant to section 155 of the Companies Act (in Danish Selskabsloven) to authorize the Board of Directors of the Company to carry out one or more capital increases up to DKK 50,000,000.				FOR
3. Proposal to amend clause 6 in the articles of association so general meetings can be held at the Company's headquarters or in Greater Copenhagen, at the decision of the Board of Directors.				FOR
4. Proposal to amend the Company's articles of association so the Company's Board of Directors is authorized to grant the Company's CFO options.				FOR
5. Changing the name of the Company to capital letters.				FOR
6. Amendment of the Company's articles of association so Company announcements can be distributed in English and also in Danish.				FOR
7. Authorization of the Company's Board of Directors to list or co-list the Company on a stock market selected by the board of directors.				FOR
8. Authorization of the Company's Board of Directors to make the amendments to the Company's articles of association as a result from the Board of Directors exercise of its authorization according to item 7.				FOR
9. Adoption of new articles of association taking the above-mentioned item 2-8 into account.				FOR
10. Any other business.				

*The proxy applies to all items discussed at the Extraordinary General Meeting. In the event new proposals are submitted, including amendments or proposals of members to the Board of Directors or appointment of auditor not on the agenda, the proxy holder will vote on your behalf according to his/her best belief. The proxy/postal vote is valid for shares the shareholder holds at the record date, Monday, 9 March 2020, calculated on the basis of the company's share register and notifications of ownership, which the company has received but not yet registered in the share register.*

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of shareholder