

## Agenda for Annual General Meeting 2022 in STENOCARE A/S

Date: 19 May 2021 at 1:00 PM (the doors open at 12:30 PM)

Place: Store Kannikestræde 19  
1169 Copenhagen

### AGENDA:

1. Appointment of a chairman of the meeting
2. Report of the chairman of the board of directors
3. Presentation of the annual report together with a resolution for its adoption
4. Resolution to appropriate the profit or cover the loss
5. Election of members of the board of directors
6. Appointment of an auditor
7. Authorisations to the board of directors
8. Amendment of articles of association
9. Any other business

## Comments to the agenda:

### Item 1 - Appointment of a chairman of the meeting

The board of directors proposes attorney Ulrik Bayer as chairman of the meeting.

### Item 4

The annual report shows that the loss for the year amounted to DKK 12,732,465. The board of directors propose a resolution to transfer DKK -12,732,465 to retained earnings and to pay out DKK 0 as dividends.

### Item 5 - Election of members of the board of directors

The proposal implies to re-elect chairman Marianne Wier, Jeppe Bo Petersen and Søren Melsing Frederiksen as members of the board of directors. The board of directors proposes to elect Søren Kjær as board member instead of Rolf Steno Petersen. Søren Kjær is co-founder and COO in STENOCARE A/S. Full details of Søren Kjær can be found in the appendix Board Member for election 2022. Rolf Steno Petersen continues his current role as CCO in STENOCARE A/S. Hereafter, the board of directors will consist of Marianne Wier (chairman), Jeppe Bo Petersen, Søren Melsing and Søren Kjær.

### Item 6 - Appointment of an auditor

The proposal implies to re-appoint the Company's auditors.

### Item 7 - Authorisations to the board of directors

The board of directors proposes to replace the authorisation in clause 5.1 of the Company's articles of association with a similar authorisation, however, so that the new authorisation is valid until 31 May 2024.

The board of directors proposes to replace the authorisation in clause 5.2 of the Company's articles of association with the following authorisations to the board of directors to carry out one or more capital increases.

As part of the proposal the board of directors proposes that a clause with the following wording, in all material aspects, are inserted in the articles of association clause 5.2:

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*The Board of Directors are in the period until 31 December 2024 authorized to carry out one or more capital increases whereby an aggregate amount of up to nominally DKK 400,000 are contributed to the Company by cash payment, conversion of debt and/or by payment in other values than cash.*

*The capital increase is made without pre-emption rights for the shareholders. The subscription shall be at the market price determined by the Board of Directors.*

*The new shares must be negotiable instruments and registered by name. There should be no restrictions on the transferability of the new shares. No new shareholder shall be obliged to redeem its shares. The new shares shall belong to the same share class and have the same rights in the Company as the existing shares.*

*The new shares shall be paid in full (conversion of debt, cash payment and/or by payment in other values than cash).*

*The rights of the new shares arise from the date when the shares have been paid (by conversion of debt, cash payment and/or by payment in other values than cash).*

*The Board of Directors can make the changes to the Company's articles of association, which are a necessary consequence of the capital increases made, including deleting this authorisation from the articles of association when the authorisation has been fully utilized or when the deadline has expired.*

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#### Item 8 – Amendment of articles of association

The board of directors proposes to amend the company's articles of association with the following main points:

- To delete clause 5.3 since the authorization is no longer relevant.
- To update the articles of association according to item 7.
- To insert an opportunity for the board of directors in clause 6.5 to hold virtual general meetings.

#### Item 9

There is no further business to be transacted.