

For release
May 4, 2022



STENOCARE A/S
NASDAQ FIRST NORTH GROWTH MARKET, DENMARK
TICKER: STENO

Notice to Annual General Meeting in STENOCARE A/S

The board of directors hereby convenes the shareholders of STENOCARE to the Annual General Meeting, which will be held:

STENOCARE A/S

May 19 2022 at 1:00 PM (the doors open at 12:30 PM)

at St. Kannikestræde 19
1169 Copenhagen

With the following 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

---0---

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:

”

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.

“

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.

---o---

The Board of Directors of STENOCARE A/S

Introduction

Share capital

At the time of the notice of the general meeting, the Company's nominal share capital is DKK 934,090,96 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 12 May 2022 at 11:59 PM (CEST).

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 13 May 2022 at 11:59 PM (CEST). Admission cards can be ordered at the "Shareholder Portal" on the STENOCARE website: <https://stenocare.com/investor-relations/shareholder-portal/>

Admission cards can also be requested in writing by using the proxy form, which is available on the Company's website, <https://stenocare.com/investor-relations/agm-2022>. The completed and signed form must be scanned and sent to Computershare A/S either by email to 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 13 May 2022 at 11:59 PM (CEST).

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 13 May 2022 at 11:59 PM (CEST) and the deadline for postal voting is 18 May 2022 at 11:59 PM (CEST).

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.com/investor-relations/shareholder-portal/>
- In writing by using the proxy form, which is available on the Company’s website, <https://stenocare.com/investor-relations/agm-2022>. The completed and signed form must be scanned and sent to Computershare A/S either by email to 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 13 May 2022 at 11:59 PM (CEST). 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: <https://stenocare.com/investor-relations/agm-2022> (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.com/investor-relations/shareholder-portal/>
- In writing by using the proxy form, which is available on the Company’s website, <https://stenocare.com/investor-relations/agm-2022>. The completed and signed form must be scanned and sent to Computershare A/S either by email to gf@computershare.dk or by ordinary mail to Computershare A/S, Lottenborgvej 26 D, 2800 Kgs. Lyngby, Denmark. A vote by correspondence must be received by Computershare A/S no later than on 18 May 2022 at 11:59 PM (CEST). 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: <https://stenocare.com/investor-relations/agm-2022> (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, <https://stenocare.com/investor-relations/agm-2022> 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.

For release
May 4, 2022



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: <https://stenocare.com/investor-relations/agm-2022> (Menu: General Meeting)

Personal data

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

For additional information regarding STENOCARE, please contact:

Thomas Skovlund Schnegelsberg, CEO Phone: +45 31770060 E-mail: presse@stenocare.com

STENOCARE's Certified Adviser is Keswick Global AG, Phone: +43 1 740 408045, E-mail: info@keswickglobal.com

About STENOCARE A/S

STENOCARE A/S was founded in 2017 with the purpose of supplying medical cannabis to patients in Denmark and internationally. The company was first to receive the Danish Medicines Agency's permission to import, distribute as well as cultivate and produce medical cannabis. STENOCARE sources its products from a number of carefully selected international high-quality suppliers and operates a unique, indoor state-of-the-art cultivation facility in Denmark, that has multiple levels of redundancy to safeguard quality and uniformity in a pesticide free production process.

www.stenocare.com www.stenocare.dk www.stenocare.se