

Agenda for Extraordinary General Meeting 2022 in STENOCARE A/S

Date:

November 18, 2022 at 11:00 AM (the doors open at 10:30 AM)

Place:

at law firm Lund Elmer Sandager

Kalvebod Brygge 39-41

1560 Copenhagen

With the following agenda:

1. Appointment of a chairman of the meeting
2. Authorisations to the board of directors to issue convertible loans
3. Confirmation of decisions
4. Amendment of articles of association
5. Any other business

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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 2 - Authorisations to the board of directors to issue convertible loans

The board of directors proposes to authorise the board of directors to issue convertible loans, pursuant to clause 155 of the Danish Companies Act. As part of the proposal the board of directors proposes that the below clause 5.3 with the following wording, in all material aspects, is inserted in the articles of association:

"5.3

The board of directors is authorised in the period up to and including 31 December 2024 to issue convertible loans up to a total of DKK 11,000,000 on one or more occasions. The convertible loans will give the right to subscribe for shares in the company, each share with a nominal value of DKK 0.08, corresponding to the right to subscribe – in case of default of the loans - a total nominal capital amount of up to DKK 1,600,000 in the company.

The terms for the convertible loans issued pursuant to this authorisation are attached as (appendix 5.3).

The board of directors is authorised to increase the company's nominal share capital one or more times by up to a total of nominal DKK 1,600,000 by converting the convertible loans to shares. Capital increase must be carried out in connection with the conversion of the convertible loans.

The authorisation implies that the capital increase must take place by issuing new shares on the terms that the new shares must belong to the existing share class, that the new shares shall be fully paid, that the shares are subscribed in amounts of DKK 0.08, that there is no pre-emption rights for existing shareholders, the new shares shall carry right of dividend and other rights in the Company from the time of conversion of the loan amount into shares, the transferability of the new shares shall be subject to the same restrictions as apply to the existing shares in the Company in the same share class, that the shares are negotiable instruments, that the shares are issued in the name of the holder and listed in the company's register of owners, and any regulation in accordance with section 172 of the Danish Companies Act is fulfilled.

The board of directors is authorised to issue and arrange for the conversion of the convertible loans, to amend the articles of association as a result of the issuance/conversion of convertible loans and to carry out that the corresponding capital increase is registered with the Danish Business Authority."

As part of the proposal the board of directors will become authorised to lay down the terms and conditions for the capital increases to the above authorisation and to make such amendments to the

company's articles of association as may be required as a result of the board of directors' exercise of the said authorisation.

Item 3 - Confirmation of decisions

The board of directors proposes to confirm the below decisions:

- (i) To elect Søren Kjær as board member instead of Rolf Steno Petersen. Hereafter, the board of directors will consist of Marianne Wier (chairman), Jeppe Bo Petersen, Søren Melsing and Søren Kjær.
- (ii) 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."

- (iii) To amend the company's articles of association with the following main points:
 - a. To delete clause 5.3 since the authorization is no longer relevant.

- b. To insert an opportunity for the board of directors in clause 6.5 to hold virtual general meetings.
- c. Other minor adjustments.

Item 4 – Amendment of articles of association

The board of directors proposes to amend the company's articles of association according to item 2-3.

Item 5 – Miscellaneous

The board of directors proposes that the chairman of the meeting (with right of substitution) is authorised to file the adopted solutions with the Danish Business Authority and to make such amendments as the Authority finds necessary or appropriate in connection with the registration of the approved suggestions and decisions.

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