

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

## **Notice to Extraordinary General Meeting in STENOCARE A/S**

The board of directors hereby convenes the shareholders of STENOCARE to an Extraordinary General Meeting.

The key objective of the Extraordinary General Meeting is to give the board of directors the option to issue convertible loans to finance additional sales activities and other operational costs towards break-even. The company is on track with the announced yearly run-rate of 15-20 mio. DKK based on accelerated sales in existing and new markets.

The Extraordinary General Meeting will be held:

STENOCARE A/S

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

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

## 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.

---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 934,090,08 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 11 November 2022 at 11:59 PM (CET).

### 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 14 November 2022 at 11:59 PM (CET). 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/egm-2022>. The completed and signed form must be scanned and sent 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 14 November 2022 at 11:59 PM (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 14 November 2022 at 11:59 PM (CET) and the deadline for postal voting is 17 November 2022 at 12:00 AM (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/egm-2022>. The completed and signed form must be scanned and sent 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 14 November 2022 at 11:59 PM (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: <https://stenocare.com/investor-relations/egm-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/egm-2022>. The completed and signed form must be scanned and sent 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. A vote by correspondence must be received by Computershare A/S no later than on 17 November 2022 at 12:00 AM (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: <https://stenocare.com/investor-relations/egm-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/egm-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.

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/egm-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](mailto:presse@stenocare.com)

STENOCARE's Certified Adviser is Keswick Global AG, Phone: +43 1 740 408045, E-mail: [info@keswickglobal.com](mailto: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](http://www.stenocare.com) [www.stenocare.dk](http://www.stenocare.dk) [www.stenocare.se](http://www.stenocare.se)