

## Agenda Annual General Meeting 2023 in STENOCARE A/S

Date: 11 April 2023 at 11:00 AM CEST (the doors open at 10:30)

Place: at Lund Elmer Sandager Law Firm, Kalvebod Brygge 39-41, DK-1560 Copenhagen V

### 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

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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 4

The annual report shows that the loss for the year amounted to DKK 16,303,170. The board of directors propose a resolution to transfer DKK -16,303,170 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 the current board of directors consisting of chairman Marianne Wier, Jeppe Bo Petersen, Søren Kjær and Søren Melsing Frederiksen.

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 authorise the board of directors to issue warrants. 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 5.4:

*"The board of directors is authorised in the period up to and including 31 December 2024 to issue up to a total of 5,000,000 warrants on one or more occasions, each giving the right to subscribe for 1 share with a nominal value of DKK 0.08 in the company, corresponding to the right to subscribe a total nominal capital amount of DKK 400,000 in the company.*

*Warrants must give the participants the right to subscribe for shares in the company at a market price determined by the board of directors. The warrants issued pursuant to this authorisation are issued on the terms set out in the warrant program attached as appendix 5.4.*

*The board of directors is authorised to increase the company's nominal share capital one or more times by up to a total of nominally DKK 400,000 by the exercise of the warrants under clause 5.4. The capital increase must be carried out by cash payment in connection with the exercise of warrants.*

*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 capital class, that the capital shares are subscribed in amounts of DKK 0.08, that no partial payment can be made. The authorisation implies that the capital increase may take place by issuing new shares without pre-emptive rights for the company's existing*

*shareholders. All new shares must have the same rights as the existing shares, so that the new shares do not confer special rights, are registered shares and negotiable instruments, that no restrictions shall apply to the negotiability of the new shares, and they give the right to dividends from the time of the share subscription. If the terms for the existing shares are amended the same amended terms shall apply for the shares issued under this authorisation.*

*The board of directors is authorised to make the necessary changes to these articles of association in connection with the issuance of warrants in accordance with the authorisation of the general meeting and in the exercise of warrants by the participants. The board is also authorised to arrange for the issuance of warrants, amendments to the articles of association as a result of the issuance of warrants and the corresponding capital increase to be registered with the Danish Business Authority.”*

The board of directors proposes an authorisation to the board of directors to increase the company’s nominal share capital and simultaneously to issue units (consisting of shares and warrants) against cash payment. 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 5.5:

*“The board of directors is authorized during the period until 31 December 2024, to increase the company’s nominal share capital one or more times by up to a total of nominally DKK 400,000 by the exercise of the autorisation under clause 5.5. The capital increase must be carried out by cash payment at a market price determined by the board of directors.*

*Simultaneously with an exercise of the above-mentioned authority, and as an integrate part of the offered units and the price of such units, the board of directors is authorised until 31 December 2024 to issue up to 5,000,000 warrants free of charge (by no cash payment) giving the right to subscribe for up to 5,000,000 shares with a nominal value of DKK 0.08 equal to nominally capital of DKK 400,000. Furthermore, the board of directors is authorised to resolve to increase the company’s share capital by up to nominally DKK 400,000 upon exercise of warrants and to make such changes to these articles of association as required as part of the exercise of this authority.*

*The warrants issued pursuant to this authorisation are issued on the terms set out in the warrant program attached as appendix 5.5.*

*The authorisation implies that both the capital increase and the new shares (warrants) are issued on the terms that the new shares must belong to the existing capital class, that the capital shares are subscribed in amounts of DKK 0.08, that no partial payment can be made. The authorisation implies that the capital increase may take place by issuing new shares without pre-emptive rights for the company’s existing shareholders. All new shares must have the same rights as the existing shares, so that the new shares do not confer special rights, are registered shares and negotiable instruments, that no restrictions shall apply to the negotiability of the new shares, and they give the right to dividends from the time of the share subscription. If the terms for the existing shares are amended the same amended terms shall apply for the shares issued under this authorisation.*

*The board of directors is entitled to make such changes and amendments to the articles of association as may be required as a result of the exercise of the authorisation and to have the changes registered with the Danish Business Authority.”*

The board of directors proposes that a limit in respect the above-mentioned authorisations and the authorisation in clause 5.2 of the articles of association. 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 as clause 5.6:

*“The board of directors’ exercise of the authorisations in clause 5.2, 5.4 and 5.5 cannot collectively exceed a potential increase of the company’s nominal share capital - on one or more times - by more than nominally DKK 400,000 equal to 5,000,000 shares with a nominal value of DKK 0.08.”*

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

The board of directors proposes to amend the company’s articles of association in accordance with what is passed under item 7.

#### Item 9

There is no further business to be transacted.