

Agenda to Extraordinary General Meeting in STENOCARE A/S

Date:

Monday 5 February 2024 at 3:00 PM CET (the doors open at 2.30 PM)

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 prolong existing convertible loans on amended terms.
3. Amendment of articles of association
4. 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 prolong existing convertible loans on amended terms

The board of directors proposes to authorise the board of directors to prolong existing convertible loans on amended terms. As part of the proposal the board of directors proposes that the below clause 5.7 with the following wording, in all material aspects, is inserted in the articles of association:

“5.7

The board of directors is authorised in the period up to and including 1 January 2025 to prolong existing convertible loans on amended terms 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 prolonged pursuant to this authorisation are attached as (appendix 5.7).

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 prolong and arrange for the conversion of the convertible loans, to amend the articles of association as a result of the prolongment/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 – Amendment of articles of association

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

Item 4 – 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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