

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

Date: April 29, 2026 at 10:30 AM (CEST) (the doors open at 10:00 AM)

Place: Lund Elmer Sandager Law Firm, Kalvebod Brygge 39-4, DK-1560 København V

### Agenda:

1. Appointment of a chairman of the meeting
2. Report of the chairman of the board of directors
3. Presentation of the audited annual report together with a resolution for its adoption
4. Resolution to appropriate the profit or cover the loss
5. Proposals from the Board of Directors
  - a. Change of paragraph 5.1 in the Articles of Association
  - b. Merger of the 100% owned subsidiary CannGros ApS and Stenocare A/S with Stenocare A/S as the continuing company
6. Election of members of the board of directors
7. Appointment of an auditor
8. 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 - Resolution to appropriate the profit or cover the loss

The annual report shows that the loss for the year amounted to DKK 2,390,441. The board of directors propose a resolution to transfer DKK 2,390,441 to retained earnings and to pay out DKK 0 as dividends.

### Item 5 a. - Change of paragraph 5 in the Articles of Association

The Board of directors propose to change the articles of association paragraph 5.1 by deleting the following text:

*Allocation of warrants cannot be made to the Company's Board of Directors, Management or the Company's original founders.*

The arguments for the proposal is to follow common practise in Denmark for listed companies and to have competitive remuneration policies for attracting competent board members and management.

### Item 5 b. - Merger of Stenocare A/S and the 100% owned subsidiary CannGros ApS with Stenocare A/S as the continuing company

The Board of directors propose a merger of Stenocare A/S and CannGros ApS. The merger will have effect from January 1, 2026. The major argument for the merger is to have a more lean and cost effective organisation. The merger will not have significant costs.

The Board of Directors is authorised, as part of the resolution to the merger with CannGros ApS, to prepare a merger plan in accordance with the Board of Directors' further decision in this regard; to omit the preparation of a merger report pursuant to section 238(2) of the Danish Companies Act; to omit, if necessary, the preparation of an interim balance sheet pursuant to section 239(4) of the Danish Companies Act; that no statement from an independent expert shall be prepared pursuant to section 241(1) of the Danish Companies Act; that no expert statement on the position of the creditors shall be prepared pursuant to section 242 of the Danish Companies Act; and that the final decision to complete the merger may be made by the Board of Directors pursuant to section 247 of the Danish Companies Act.

Item 6 - 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, Rolf Steno Petersen, Søren Melsing Frederiksen and Henrik Elbæk Pedersen.

Item 7 - Appointment of an auditor

The proposal implies to re-appoint the company's auditors.

Item 8 – Any other business

There is no further business to be transacted.