

Notice to Annual General Meeting in STENOCARE A/S

The Board of Directors hereby convenes the shareholders of STENOCARE to the Annual General Meeting, which will be held:

STENOCARE A/S

14 May 2020 at 4:00 PM (the doors open at 3:30 PM)

at Lund Elmer Sandager

Kalvebod Brygge 39-41

1560 Copenhagen

With the following 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. Any other business

---0---

Comments to the agenda:

Item 1

The Board of Directors proposes attorney Ulrik Bayer as chairman of the meeting.

Item 4

The annual report shows that the profit for the year amounted to DKK 1,702,421. The board of directors propose a resolution to transfer DKK 1,702,421 to retained earnings and to pay out DKK 0 as dividends.

Item 5

The proposal implies to re-elect chairman Marianne Wier, Jeppe Bo Petersen and Søren Melsing Frederiksen as members of the board of directors.

Søren Kjær, co-founder and COO, is proposed elected as a new member of the board of directors instead of Rolf Steno.

Item 6

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

Item 7

There is no further business to be transacted.

---0---

Introduction

Covid-19

Due to the situation with covid-19 the board of directors encourage the shareholders of the Company to not physically attend the general meeting but vote electronically and ask any questions in advance.

Please see below “Voting by correspondence” for information on how to vote electronically.

Please see below “Questions from shareholders” for information on how to ask questions in advance.

Share capital

At the time of the notice of the general meeting, the Company’s nominal share capital is DKK 715.420,96 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 7 May 2020 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 8 May 2020 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/agm-2020>. The completed and signed form must be scanned and sent to Computershare A/S either by email to 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 8 May 2020 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 8 May 2020 at 11:59 PM (CET) and the deadline for postal voting is 13 May 2020 at 11:59 PM (CET).

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/agm-2020>. The completed and signed form must be scanned and sent to Computershare A/S either by email to 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 8 May 2020 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/agm-2020> (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/agm-2020>. The completed and signed form must be scanned and sent to Computershare A/S either by email to 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 13 May 2020 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 Voting by correspondence form available on the STENOCARE website: <https://stenocare.com/agm-2020> (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/agm-2020> 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/agm-2020> (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 A/S, please contact:

Thomas Skovlund Schnegelsberg, CEO

Phone: +45 31770060

E-mail: presse@stenocare.com

About STENOCARE A/S

STENOCARE A/S was founded in 2017 with the purpose of being an active participant in the Danish medical cannabis pilot program. The company was first to receive the Danish Medicines Agency's permission to import, distribute as well as cultivate and produce medical cannabis. The company was the first to offer medical cannabis oil products to Danish patients. STENOCARE is also developing a separate production facility for the cultivation and production of medical cannabis at the company's premises in Jutland, Denmark.