

NOTICE OF ANNUAL GENERAL MEETING 2021 IN DANCANN PHARMA A/S

The Board of Directors hereby convenes the Annual General Meeting of DanCann Pharma A/S, CVR-no. 39 42 60 05, to be held on

Wednesday, 28 April 2021 at 09:00 am (CET)

at the premises of Andersen Partners, Buen 11, 6., DK-6000 Kolding

Due to COVID-19 and the current restrictions and recommendations from the Danish authorities, the Board of Directors recommends that all shareholders do not show up physically, but instead, exercise voting rights by postal vote or by proxy submitted to the Board of Directors. Please see below.

The annual general meeting will be online transmitted, and all shareholders who have ordered an admission card in accordance with the procedure described below will receive a link to the transmission by e-mail. It will not be possible to vote via the online transmission.

If prior to the annual general meeting, the current COVID-19 restrictions and recommendations change to such extent that the circumstances regarding physical attendance to the annual general meeting change from what is set out in this notice, the Board of Directors will provide further information.

Carsten Trads (chairman of the Board of Directors), Per Wester (board member), Jeppe Krog Rasmussen (board member and CEO), Mads Møller Kristensen (CFO), Morten Martinsen (COO), John Morell Frellsen (CCO), Flemming Bro Lund, BDO (auditor) and lawyer Hans-Christian Ohrt (chairman of the meeting) will be attending and conducting the annual general meeting.

The agenda for the annual general meeting is as follows:

1. The chairman's report on the activities of the Company in the past financial year
2. Adoption of the annual report for 2020
3. Application of profit or covering of loss pursuant to the adopted annual report for 2020
4. Election of members of the Board of Directors
5. Election of auditor(s)
6. Proposals from the Board of Directors

- a) Proposed resolution to amend the Articles of Association
 - b) Proposed resolution to change the remuneration to the Board of Directors for the financial year 2021
 - c) Authorisation to the Board of Directors to increase the share capital in connection with the Company's potential acquisition of shares or assets in other companies
 - d) Authorisation to the Board of Directors to issue warrants in favour of members of the Company's board of directors
 - e) Authorisation to the Board of Directors to increase the share capital with pre-emption rights for the Company's shareholders
7. Proposals from shareholders
 8. Miscellaneous

Complete agenda:

Re 2: Adoption of the annual report:

The Board of Directors proposes that the annual report with the auditors' report for the financial year 2020 is adopted. The annual report for the financial year 2020 is enclosed as Schedule 1 and is available on the company's website.

Re 3: Application of profit or covering of loss pursuant to the adopted annual report for 2020:

The Board of Directors proposes that the loss for the financial year 2020 of DKK 4,254,612 is carried forward to the next financial year in accordance with the adopted annual report.

Re 4: Election of members of the Board of Directors:

The Board of Directors proposes re-election of:

- Magnus Østergaard Dahlmann
- Per Wester
- Carsten Trads
- Jeppe Krog Rasmussen

Further, the Board of Director proposes election of:

- Christian Carlsen

as a new additional board member.

Managerial posts held by the proposed board members are enclosed as Schedule 2 and is available on the Company's website.

Re 5: Election of auditor:

The Board of Directors proposes election of Deloitte Statsautoriseret Revisionspartnerselskab, CVR-no. 33 96 35 56, Dokken 8, 6700 Esbjerg, as the Company's auditor.

Re 6: Proposals from the Board of Directors:

a) Proposed resolution to amend the Articles of Association;

The Board of Directors proposes the following amendment of clause 9.4 in the Company's Articles of Association:

<i>"Bestyrelsen vælger selv sin formand og, såfremt bestyrelsen finder det relevant, en næstformand"</i>	<i>"The Board of Directors elects its own chairman and, if deemed relevant by the Board of Directors, a vice-chairman"</i>
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A draft of the Articles of Association of the Company is enclosed as Schedule 3 where the amendment resulting from the proposed resolution is marked up.

b) Remuneration of the Board of Directors;

The Board of Directors proposes the following level of remuneration to the Board of Directors for the financial year 2021:

Position	Annual fee (DKK)
Chairman	DKK 130,000
Vice-chairman	DKK 90,000
Board member	DKK 65,000

- c) Authorisation to the Board of Directors to increase the share capital in connection with the Company's potential acquisition of shares or assets in other companies;

It is proposed that the Board of Directors, pursuant to clause 155 of the Danish Companies Act, in the period until 1 April 2026 is authorised in connection with the Company's potential acquisition of shares or assets in another company to issue shares in the Company in favour of the seller as consideration for the acquired shares or assets and thereby increase the share capital in one or more issues of new shares without pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 340,910.

The capital increase can be by way of contribution in kind (by contribution of the shares or assets) and must be at market price based on the average closing price the latest 3 weeks up to (but not including) the date at which the authorisation is exercised. As of the date at which the authorisation is exercised, the seller, to which the new shares are issued, cannot be (i) a related party, cf. art. 2 in the Danish Insolvency Act, to the Company or to members of the Company's executive management or Board of Directors or (ii) a shareholder in the Company.

Shares issued pursuant to this authorisation shall be issued in the name of the holder and registered in the Company's register of shareholders, be fully paid up, be negotiable instruments, there shall be no restrictions on the negotiability of the shares, and the shares shall in every respect carry the same rights as the existing shares. The Board of Directors is authorized to lay down the terms and conditions for the capital increases pursuant 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 said authorisation.

Further, the total capital increase, which the Board of Directors can resolve pursuant to this authorisation and the authorisation under item 6e) collectively, cannot exceed nominally DKK 511,365.

Adoption of the proposal will imply that new clauses 5.2 and 5.5 is inserted in the Articles of Association and that clause 5.4 (previously clause 5.2) is revised as set out in draft of the Articles of Association of the Company enclosed as Schedule 3.

- d)** Authorisation to the Board of Directors to issue warrants in favour of members of the Company's board of directors;

It is proposed to authorise the Board of Directors in one or more tranches and in the period until 1 April 2026 to issue warrants granting the right to subscribe for up to 508,574 shares of nominally DKK 0.0375, i.e. up to a total of nominally DKK 19,071.525 shares in the Company and to authorise the Board of Directors to resolve the related capital increase.

The said warrants shall be issued in favour of members of the the Board of Directors from time to time without pre-emption rights for the Company's existing shareholders.

Shares that are subscribed for on the basis of warrants issued pursuant to this authorization shall be issued in the name of the holder and registered in the Company's register of shareholders, be fully paid up, be negotiable instruments, there shall be no restrictions on the negotiability of the shares, and the shares shall in every respect carry the same rights as the existing shares.

Further, the terms and limits set out in draft Schedule 6.3 to the Articles of Association shall apply to the authorisation to the Board of Directors. Draft Schedule 6.3 is enclosed as Schedule 4 to this notice.

It is further proposed to authorise the Board of Directors to lay down the more specific conditions for the distribution and issuance of the said warrants.

Besides a new Schedule 6.3 as set out above, adoption of the proposal will imply that a new clause 6.3 is inserted in the Articles of Association and that clause 6.4 (previously clause 6.3) is revised as set out in draft of the Articles of Association of the Company enclosed as Schedule 3.

- e) Authorisation to the Board of Directors to increase the share capital with pre-emption rights for the Company's shareholders;

It is proposed that the Board of Directors, pursuant to clause 155 of the Danish Companies Act, in the period until 1 April 2026 is authorised to increase the share capital in one or more issues of new shares with pre-emption rights for the Company's existing shareholders by up to a nominal amount of DKK 340,910.

The capital increase shall be by way of cash contribution, and can be below market price, whereas market price is based on the average closing price the latest 3 weeks up to (but not including) the date at which the authorisation is exercised.

Shares issued pursuant to this authorisation shall be issued in the name of the holder and registered in the Company's register of shareholders, be fully paid up, be negotiable instruments, there shall be no restrictions on the negotiability of the shares, and the shares shall in every respect carry the same rights as the existing shares. The Board of Directors is authorized to lay down the terms and conditions for the capital increases pursuant 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 said authorisation.

Further, the total capital increase, which the Board of Directors can resolve pursuant to this authorisation and the authorisation under item 6c) collectively, cannot exceed nominally DKK 511,365.

Adoption of the proposal will imply that new clauses 5.3 and 5.5 is inserted in the Articles of Association and that clause 5.4 (previously clause 5.2) is revised as set out in draft of the Articles of Association of the Company enclosed as Schedule 3.

Re 7: Proposals from shareholders

The Company has not received any proposals from shareholders.

Majority requirements

Adoption of the proposals set out in items 6a), 6c), 6d) and 6e) require that the proposals are passed by at least 2/3 of the votes cast as well as 2/3 of the share capital represented at the general meeting.

Where votes involve electing people or casting only one vote against several options, these votes must be decided by a relative, simple majority of votes. Where a vote that involves electing people results in a tie, the tie must be decided by lot.

All other items on the agenda are subject to a simple majority of votes.

Attendance, proxy and postal vote

All shareholders holding shares in the Company on the date of registration have right to attend and vote at the annual general meeting. The date of registration is **21 April 2021 at 23:59 pm (CET)**.

In order for a shareholder to attend the annual general meeting and to follow the annual general meeting electronically, the shareholder must submit a request for an admission card, and such request must be received by the Company no later than **26 April 2021 at 14:00 pm (CET)**. The request must be submitted to the company by e-mail: info@dancann.com or by physical post to the Company's address, Rugvænget 5, DK-6823 Ansager, Denmark and shall identify (i) the shareholder's name, (ii) address, (iii) company reg. no. (if relevant), (iv) e-mail address, and (v) deposit statement from VP Securities A/S or the account-holding institution (if relevant, please see below). A form for a request of an admission card is available at the company's website, www.dancann.com, under 'Investor Relations (IR)' and 'General Meetings'.

Admission cards will be issued to shareholders, who according to the register of shareholders, are listed as shareholders on the date of registration. **For issuing admission cards to shareholders who are not listed by name in the register of shareholders, a deposit statement from VP Securities A/S or the account-holding institution documenting the shareholding on the date of registration, must be enclosed the request for the admission card.**

Due to COVID-19 restrictions, the Board of Directors recommends that all shareholders do not show up physically, but instead, exercise voting rights by postal vote or by proxy submitted to the Board of Directors. Please see below.

Shareholders who have requested an admission card for the annual general meeting, will receive a link via e-mail to the online transmission, which gives

access to follow the annual general meeting electronically. It will not be possible to vote via the online transmission.

Proxy

Shareholders may attend and exercise their right to vote by proxy. Proxy form is available at the company's website, www.dancann.com, under 'Investor Relations (IR)' and 'General Meetings'. Proxies can be revoked by the shareholder at any time. Proxy to the Board of Directors must be submitted to the Company by e-mail: info@dancann.com or by physical post to the Company's address, Rugvænget 5, DK-6823 Ansager, Denmark, and must be received by the Company no later than **27 April 2021 at 10:00 am (CET)**.

If a shareholder has provided a third party with a proxy, the third party must show an admission card and a written and dated instrument of proxy to be granted physical access to the annual general meeting.

All shareholders and proxies may attend the annual general meeting with an adviser, if indicated in the request for an admission card.

Postal vote

Shareholders may vote by post for the items on the agenda. Postal voting form is available at the company's website, www.dancann.com, under 'Investor Relations (IR)' and 'General Meetings', and must be submitted to the Company by e-mail: info@dancann.com or by physical post to the Company's address, Rugvænget 5, DK-6823 Ansager, Denmark.

Postal votes must be received by the Company no later than **27 April 2021 at 10:00 am (CET)**. Postal votes cannot be revoked.

Share capital and voting rights

The share capital of the company is nominally DKK 777,405. The share capital is divided into shares of a nominal value of DKK 0.0375 per share. Each share of a nominal value of 0.0375 carries the right to one (1) vote at the annual general meeting.

Shareholders' right to ask questions

Shareholders may submit questions relating to the annual report, the Company's position and other items on the agenda. Questions may be submitted by e-mail: info@dancann.com or by physical post to the Company's address, Rugvænget 5, DK-6823 Ansager, Denmark, and shall be received by the Company no later than **27 April 2021 at 15:00 pm (CET)**.

Further, the shareholders are entitled to ask question during the annual general meeting by submitting a text message to + 45 42 22 12 28.

Questions will be answered at the annual general meeting.

Language

The annual general meeting will be conducted in English.

Information at the company's website

This notice to convene the annual general meeting, including the agenda, appendices, the complete proposed resolutions, the annual report for 2020, and the proxy and postal voting forms are available at the company's website, www.dancann.com under 'Investor Relations (IR)' and 'General Meetings'.

The Board of Directors

7 April 2021