



COMPANY ANNOUNCEMENT

April 24, 2023

Approval and publication of prospectus

Copenhagen, Denmark, April 24, 2023 – Brain+ A/S (Nasdaq First North: BRAINP)

NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN OR INTO, THE UNITED STATES OF AMERICA, AUSTRALIA, BELARUS, CANADA, HONG KONG, JAPAN, NEW ZEALAND, RUSSIA, SINGAPORE, SOUTH AFRICA, SOUTH KOREA, SWITZERLAND OR ANY OTHER JURISDICTION IN WHICH THE RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL OR REQUIRE REGISTRATION OR ANY OTHER MEASURE.

Brain+ A/S (“Brain+” or the “Company”) has prepared an EU growth prospectus (the “Prospectus”) relating to the Company’s forthcoming rights issue of units (the “Rights Issue”). The Prospectus has today been approved and registered by the Danish Financial Supervisory Authority (Finanstilsynet). The Prospectus is also available on the website of the Company (www.brain-plus.com) and Sedermera Corporate Finance AB (www.sedermera.se)

On 24 April 2023, Brain+ announced that the Board of Directors had resolved on an issue of units with pre-emptive right for existing shareholders. The decision was taken pursuant to the authorization granted by the Extraordinary General Meeting on 13 April 2023.

The Prospectus, including complete terms and conditions, has today, 24 April 2023, been approved and registered by the Danish Financial Supervisory Authority and will be made available at the Danish Financial Supervisory Authority's website (<https://oam.finanstilsynet.dk>), which is their database for company announcements. The Prospectus is also available on the websites of the Company (www.brain-plus.com) and Sedermera Corporate Finance AB (www.sedermera.se.)

A summary teaser will be published on the websites of the Company and Sedermera Corporate Finance AB prior to the start of the subscription period. Subscription forms will be made available on the above-mentioned websites and at www.nordic.issuing.se in connection with the start of the subscription period.

Advisors

In connection with the Rights Issue, Sedermera Corporate Finance AB and Gemstone Capital A/S act as financial advisors to Brain+. Markets & Corporate Law Nordic AB act as legal advisor. VP Securities A/S is the issuing agent and Nordic Issuing the settlement agent.

For more information about the Rights Issue, please contact:

Sedermera Corporate Finance AB
Phone: +46 (0) 40 615 14 10
E-mail: cf@sedermera.se
www.sedermera.se

Gemstone Capital A/S
Phone: +45 33 22 07 00
E-mail: sh@gemstonecapital.com
www.gemstonecapital.com

For more information about Brain+, please contact:

Kim Baden-Kristensen, CEO
Phone: +45 31393317
E-mail: kim@brain-plus.com
www.brain-plus.com

Certified Adviser

Keswick Global AG

Phone: +43 1 740 408 045

E-mail: info@keswickglobal.com

Important information

The information in this corporate announcement does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares, warrants or other securities in Brain+. No action has been taken and measures will not be taken to permit a public offering in any jurisdictions other than Denmark and Sweden. Any invitation to the persons concerned to subscribe for units in Brain+ will only be made through the Prospectus that Brain+ estimates to publish in April 2023 on Brain+ website www.brain-plus.com. The upcoming approval of the Prospectus by the Danish Financial Supervisory Authority shall not be regarded as an approval of the shares, warrants or any other securities. This release is however not a prospectus in accordance with the definition in the Prospectus Regulation (EU) 2017/1129 ("**Prospectus Regulation**") and this announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in shares, warrants or other securities in Brain+. In order for investors to fully understand the potential risks and benefits associated with a decision to participate in the Rights Issue, any investment decision should only be made based on the information in the Prospectus. Thus, investors are encouraged to review the Prospectus in its entirety. In accordance with article 2 k of the Prospectus Regulation this corporate announcement constitutes an advertisement.

The information in this corporate announcement may not be released, distributed or published, directly or indirectly, in or into the United States of America, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore, South Africa, South Korea, Switzerland or any other jurisdiction in which such action would be unlawful or would require registration or any other measures than those required by Danish law. Actions in violation of these restrictions may constitute a violation of applicable securities laws. No shares, warrants or other securities in Brain+ have been registered, and no shares, warrants or other securities will be registered, under the United States Securities Act of 1933, as amended (the "**Securities Act**") or the securities legislation of any state or other jurisdiction in the United States of America and no shares or other securities may be offered, sold or otherwise transferred, directly or indirectly, in or into the United States of America, except under an available exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and in compliance with the securities legislation in the relevant state or any other jurisdiction of the United States of America.

Within the European Economic Area ("**EEA**"), no public offering of shares, warrants or other securities ("**Securities**") is made in other countries than Denmark and Sweden. In other member states of the EU, such an offering of Securities may only be made in accordance with the Prospectus Regulation. In other member states of the EEA which have implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption in the Prospectus Regulation and/or in accordance with an applicable exemption under a relevant national implementation measure. In other member states of the EEA which have not implemented the Prospectus Regulation in its national legislation, any offer of Securities may only be made in accordance with an applicable exemption under national law.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of the United Kingdom version of the EU Prospectus Regulation (2017/1129/ EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment

professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); (ii) high net worth entities etc. falling within Article 49(2)(a) to (d) of the Order; or (iii) such other persons to whom such investment or investment activity may lawfully be made available under the Order (all such persons together being referred to as “relevant persons”). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this corporate announcement and should not act or rely on it.

This corporate announcement may contain forward-looking statements which reflect the Company’s current view on future events and financial and operational development. Words such as “intend”, “expect”, “anticipate”, “may”, “believe”, “plan”, “estimate” and other expressions which imply indications or predictions of future development or trends, and which are not based on historical facts, are intended to identify forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development and the actual outcome could differ materially from the forward-looking statements.