

brain+

**DIGITAL THERAPEUTICS FOR
ALZHEIMER'S DISEASE AND DEMENTIA**

INVITATION TO SUBSCRIBE FOR UNITS IN BRAIN+ A/S

Subscription period: 10 May – 25 May 2023

Nasdaq First North Growth Market is a registered SME growth market, in accordance with the Directive on Markets in Financial Instruments (EU 2014/65) as implemented in the national legislation of Denmark, Finland, Iceland and Sweden, operated by an exchange within the Nasdaq group. Issuers on Nasdaq First North Growth Market are not subject to all the same rules as issuers on a regulated main market, as defined in EU legislation (as implemented in national law). Instead, they are subject to a less extensive set of rules and regulations adjusted to small growth companies. The risk in investing in an issuer on Nasdaq First North Growth Market may therefore be higher than investing in an issuer on the main market. All issuers with shares admitted to trading on Nasdaq First North Growth Market have a Certified Adviser who monitors that the rules are followed. The respective Nasdaq exchange approves the application for admission to trading.

MCL

SEDERMERA
corporate finance

GEMSTONE
CAPITAL

IMPORTANT INFORMATION

This EU growth Prospectus (the "**Prospectus**") has been prepared by the Board of Directors of Brain+ A/S ("**Brain+**" or the "**Company**"), with corporate registration number ("**CVR**") 36439440, due to the Company's offer to subscribe for units, consisting of shares and free of charge warrants of series TO 2 and TO 3 with pre-emptive rights for existing shareholders in accordance with the terms of this Prospectus (the "**Offer**" or the "**Rights Issue**"). In connection with the Offer, Sedermera Corporate Finance AB ("**Sedermera**") and Gemstone Capital A/S ("**Gemstone**") are the financial advisers, VP Securities A/S ("**VP Securities**") is the issuing agent and Nordic Issuing AB ("**Nordic Issuing**") the settlement agent. Markets & Corporate Law Nordic AB ("**MCL**") the legal advisor to Brain+. Sedermera has assisted the Company in preparing this Prospectus. The Board of Directors of Brain+ is responsible for the content, whereupon Sedermera disclaim all responsibility in relation to shareholders in the Company and for other direct or indirect consequences as a result of investment decisions or other decisions based in whole or in part on the information in the Prospectus.

This Prospectus has been approved by The Danish Financial Supervisory Authority (the "**DFSA**"), as the competent authority. The DFSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation 2017/EU/1129. Such approval should not be considered as an endorsement of the quality of the securities that are subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities. The Prospectus has been prepared as an EU growth Prospectus in accordance with Article 15 of Regulation (EU) 2017/1129.

Investors should make their own assessment of whether it is appropriate to invest in the securities referred to in this Prospectus. Disputes due to the content of this Prospectus or related legal matters shall be settled in accordance with Danish law and in Danish courts. The Prospectus is available at Brain+ website (www.brain-plus.com). The Prospectus can also be accessed via Sedermera's and Gemstone's respective websites: (www.sedermera.se) (www.gemstonecapital.com). The prospectus will also be available at DFSA's website (www.finanstilsynet.dk).

The shares in Brain+ are not subject to trading or application in any country other than Denmark and Sweden. Invitation according to this Prospectus is not addressed to persons whose participation presupposes additional Prospectuses, registration measures or other measures than those that comply with Danish law. The Prospectus may not be distributed in the United States, Australia, Japan, Canada, New Zealand, South Africa, Hong Kong, Switzerland, Singapore, or other countries where the distribution of this invitation requires further action under the preceding sentence or is contrary to the rules of such country. Disputes due to the content of the Prospectus or related legal matters shall be settled in accordance with Danish law and in Danish courts.

In addition to what is stated in the auditor's report, annual reports and reports incorporated by reference, no information in the Prospectus has been reviewed or audited by the Company's auditor. The Board confirms that information from third parties has

been reproduced correctly and that as far as the Board is aware and can ascertain information published by third parties, no facts have been omitted that would make the reproduced information incorrect or misleading.

Forward-looking statements

The Prospectus contains forward-looking statements that reflect the Company's current views on future events and financial and operational developments. Words that indicate indications or predictions about future developments or trends and that are not based on historical facts constitute forward-looking statements. Forward-looking statements are associated with both known and unknown risks and uncertainties, as they depend on future events and circumstances. Forward-looking statements do not constitute a guarantee of future results or development and actual results may differ materially from those stated in the forward-looking statements. Statements about the outside world and future conditions in this document reflect the Board's current views on future events and financial development. Forward-looking statements only express the assessments and assumptions made by the Board when preparing the Prospectus. These statements are well thought out, but the reader should be aware that these, like all future assessments, are associated with uncertainty.

Market information

The Prospectus contains market information related to the Company's operations and the market in which Brain+ operates. Unless otherwise stated, such information is based on the Company's analysis of several different sources. Potential investors should be aware that financial information, market information and forecasts and estimates of market information contained in the Prospectus do not necessarily constitute reliable indicators for Brain+ future development.

Nasdaq First North Growth Market

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Certified adviser

Keswick Global AG ("**Keswick**") is the Company's *Certified Adviser*. Keswick does not own any shares or other securities in the Company. Brain+ has been listed on First North since 2021.

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Certain Definitions

"Brain+" or "Company" refers to Brain+ A/S, corporate registration number 36439440.

"Initial Rights Issue" refers specifically to Rights Issue of units with subscription period between 10 May 2023 - 25 May 2023, where new shares and new warrants of series TO 2 and TO 3 are issued.

"Rights Issue" or "the Offering" refers to the overall Rights Issue, which includes the Initial Issue and subsequent exercise of TO 2 and TO 3 Warrants in October 2023 and March 2024 respectively.

"Unit" refers to the bundle of 2 shares, 2 warrants of series TO 2 and 2 warrants of series TO 3 which are offered in the Rights Issue.

"New Units" refers to the bundle of New Shares and New Warrants offered through the Initial Rights Issue.

"New Shares" refers to shares issued in the Initial Rights Issue of units.

"New Warrants" refers to warrants of series TO 2 and TO 3 issued in the Initial Rights Issue.

"Temporary unit" refers to an interim instrument representing paid-for units that will be registered on the subscribers' in VP Securities in a temporary ISIN during the period up until the Rights Issue is finalized. Upon registration of the Rights Issue at Erhvervsstyrelsen, the temporary unit will automatically be exchanged for shares and warrants in the Company and delivered to the subscribers' accounts.

"UR" refers to pre-emptive Unit Right.

"CST" refers to Cognitive Stimulation Therapy.

"CCT" refers to Computerized Cognitive Training.

"DKK", "USD" and "EUR" refers to Danish kroner, U.S. dollars and Euros respectively.

"UK" and "U.S" refers to United Kingdom and United States of America respectively.

Documents incorporated by reference

The investor should take note of the information incorporated into this Prospectus by reference and that the information to which reference is made should be read as part of the Prospectus. The information given below as part of the following documents is incorporated into the Prospectus by reference. Copies of the Prospectus and the documents incorporated by reference can be obtained from Brain+ electronically via the Company's website, <https://www.brain-plus.com>. Non-incorporated parts of the below documents contain information presented elsewhere in this Prospectus or deemed not relevant to investors.

HALF-YEAR REPORT 2022 (unaudited)

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ANNUAL REPORT 2021

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ANNUAL REPORT 2020

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Link to document: Annual report 2020	

Summary

SECTION 1 - INTRODUCTION		
1.1	Name and international securities identification number ('ISIN') of the securities	<p>The Offer consists of units (shares and free of charge warrants) in Brain+ A/S.</p> <p>One (1) unit consists of two (2) shares, two (2) warrants of series TO 2, and two (2) warrants of series TO 3.</p> <p>The shares have short name (ticker) BRAINP and ISIN code DK0061670205.</p> <p>The pre-emptive unit rights have ISIN code DK0062272282.</p> <p>Temporary units have ISIN code DK0062272365.</p> <p>Warrants of series TO 2 have short name (ticker) BRAINP TO 2 and ISIN code DK0062272449.</p> <p>Warrants of series TO 3 have short name (ticker) BRAINP TO 3 and ISIN code DK0062272522.</p>
1.2	Name and contact details to the issuer	Brain+ A/S, corporate registration number (CVR) 36439440 and LEI code 9845007708709CEGD845. Representatives of Brain+ may be reached by telephone at +45 21 75 40 38, and by e-mail at contact@brain-plus.com. The Company's visiting address is Købmagergade 53, 3 rd floor DK-1150 Copenhagen and the website is https://www.brain-plus.com .
1.3	Name and contact details for the relevant authority that has approved this Prospectus	The Danish Financial Supervisory Authority (Dk. <i>Finanstilsynet</i>) ("the DSFA ") is the competent authority that is responsible for the approval of the Prospectus. The visiting address to the DFSA is Strandgade 29, 1401 Copenhagen, Denmark, and the website is www.finanstilsynet.dk . The DFSA can also be reached on telephone at +45 33 55 82 82 and by email at finanstilsynet@ftnet.dk .
1.4	Date of approval	The Prospectus was approved by the Danish Financial Supervisory Authority on 24 April 2023.
1.5	Warning	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on a consideration of the Prospectus as a whole by the investor. Investors may lose all or parts of the invested capital. If a claim related to information in this Prospectus is brought before a court of law, the plaintiff investor may, under national law, have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation hereof, but only if the summary is misleading, inaccurate, or inconsistent when read together with the other parts of this Prospectus, or if it does not provide, when read together with the other parts of this Prospectus, key information to aid investors when considering whether to invest in such securities.

SECTION 2 - KEY INFORMATION ABOUT THE ISSUER																	
2.1	Who is the issuer of the securities?	<p>Brain+ A/S is a Danish public limited liability company governed by Danish law including but not limited to the Danish Companies Act (no. 1451 of 09/11 2022) (Dk. "Selskabsloven"). Brain+ A/S is a pioneer in the development of Digital Therapeutics for Alzheimer's disease. The clinical target of the Company is to counteract cognitive decline, the primary and most debilitating symptom of Alzheimer's. The Company's mission is to offer effective Alzheimer's treatments to everyone in need, as Digital Therapeutics. Brain+ A/S is admitted to trading on First North and has its office in Copenhagen Denmark. The Board of Directors has its registered office in Copenhagen, Denmark and Kim Baden-Kristensen is the Company's CEO since 2012.</p> <p>The following table shows the Company's major shareholders at the date of the Prospectus. There are, to the Board of Directors' knowledge, no shareholder agreements, or other agreements between the Company's shareholders, which seek to have joint influence over the Company. The Company is not directly or indirectly controlled by any shareholders.</p> <table border="1"> <thead> <tr> <th>Shareholder</th> <th>Number of shares</th> <th>Percentage of votes and capital (%)</th> </tr> </thead> <tbody> <tr> <td>Kim Baden Kristensen¹</td> <td>2,630,416</td> <td>16.73</td> </tr> <tr> <td>Lars Terney²</td> <td>1,055,402</td> <td>6.71</td> </tr> <tr> <td>Others (approx. 1071 persons)</td> <td>10,782,894</td> <td>76.56</td> </tr> <tr> <td>Total</td> <td>15,720,518</td> <td>100.0</td> </tr> </tbody> </table> <p>¹CEO and Co-founder of the Company, the shares are held through the wholly owned company Baden-K Holding ApS and privately.</p> <p>²Member of the Board. The shares are partially held privately and partially through 4T Impact ApS.</p> <p>CEO and Co-founder, Kim Baden-Kristensen, has entered into agreements to sell all shares in Brain+ held by his holding company, Baden-K Holding ApS, to new investors who are taking on the most risk in terms of commitments into the Rights Issue in the form of pre-paid pre-subscriptions and Tranche 2 guarantees. This has been deemed a necessity to secure the commitments. An additional, but secondary, consideration is to protect the future equity development of Brain+ A/S, due to the Danish 'Lagerbeskatning' which to Kim will come into full effect due to this Rights Issue. 'Lagerbeskatning' is effectively a tax on unrealized share gains, which a shareholder is then compelled to finance, often by selling shares to cover the tax expense. Baden-K Holding ApS has elected to sell all its 2,056,530 Brain+ shares for DKK 0.01 per share at arm's length to third parties subscribing in the Issue, including to Board member Lars Terney who has entered into agreement to purchase 250,000 shares. The sale of Baden-K Holding</p>	Shareholder	Number of shares	Percentage of votes and capital (%)	Kim Baden Kristensen ¹	2,630,416	16.73	Lars Terney ²	1,055,402	6.71	Others (approx. 1071 persons)	10,782,894	76.56	Total	15,720,518	100.0
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		<p>ApS shares has been mediated by the Company's financial advisers Gemstone Capital and Sedermera Corporate Finance as a bonus to investors incoming with commitments in the Rights Issue. Summary of the acquirer of Baden-K Holding's shares can be found on page 72. None of the buyers except for Lars Terney will own more than five percent of the outstanding shares in Brain+ as a result of the purchase of shares from Baden-K Holding ApS. Thus, Baden-K Holding ApS will no longer hold any shares in Brain+. Kim retains all his 573,886 privately held shares and has committed to subscribe for additionally 60,000 more shares in the Issue. Kim's private shareholding corresponds to approximately 3.7 percent of the shares in the Company. The share transfer will take place the latest of one (1) business day before the Subscription Period commence and 1 May 2023. This to ensure that the transfer takes place after the record date for receiving pre-emptive rights. Baden-K Holding will then be given to Brain+ financial advisers to distribute to investors committing to subscribe in the Rights Issue.</p>																																																																																																														
2.2	<p>What is the key financial information regarding the issuer?</p>	<p>Financial information and key figures</p> <p>The financial information incorporated into this Prospectus by reference includes the audited annual reports for the financial years 2021 and 2020 and the unaudited half-year report for 2022, which all have been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C. The annual reports have been audited by the Company's independent auditor without any qualification as set forth in their audit report included therewith. The annual report for financial year 2022 will be published 28 April 2022.</p> <p>Income statement</p> <table border="1" data-bbox="475 705 1428 862"> <thead> <tr> <th>DKK</th> <th>2022.01.01 2022.06.30</th> <th>2021.01.01 2021.06.30</th> <th>2021.01.01 2021.12.31</th> <th>2020.01.01 2020.12.31</th> </tr> <tr> <td></td> <td><i>Unaudited</i></td> <td><i>Unaudited</i></td> <td><i>Audited</i></td> <td><i>Audited*</i></td> </tr> </thead> <tbody> <tr> <td>Gross profit</td> <td>1,904,875</td> <td>2,745,525</td> <td>3,992,214</td> <td>6,685,331</td> </tr> <tr> <td>Loss from operating activities</td> <td>-5,465,640</td> <td>-2,186,215</td> <td>-7,266,873</td> <td>-1,409,844</td> </tr> <tr> <td>Profit/loss for the period</td> <td>-4,119,828</td> <td>-2,821,718</td> <td>-7,079,752</td> <td>-1,278,724</td> </tr> </tbody> </table> <p>Balance sheet</p> <table border="1" data-bbox="475 884 1428 1030"> <thead> <tr> <th>DKK</th> <th>2022.01.01 2022.06.30</th> <th>2021.01.01 2021.06.30</th> <th>2021.01.01 2021.12.31</th> <th>2020.01.01 2020.12.31</th> </tr> <tr> <td></td> <td><i>Unaudited</i></td> <td><i>Unaudited</i></td> <td><i>Audited</i></td> <td><i>Audited*</i></td> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td>41,234,187</td> <td>39,355,571</td> <td>46,883,117</td> <td>29,888,587</td> </tr> <tr> <td>Equity</td> <td>16,484,190</td> <td>-418,146</td> <td>20,604,018</td> <td>1,918,043</td> </tr> </tbody> </table> <p>Cash flow statement</p> <table border="1" data-bbox="475 1052 1428 1265"> <thead> <tr> <th>DKK</th> <th>2022.01.01 2022.06.30</th> <th>2021.01.01 2021.06.30</th> <th>2021.01.01 2021.12.31</th> <th>2020.01.01 2020.12.31</th> </tr> <tr> <td></td> <td><i>Unaudited</i></td> <td><i>Unaudited</i></td> <td><i>Audited</i></td> <td><i>Audited*</i></td> </tr> </thead> <tbody> <tr> <td>Cash flows from:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Operating activities</td> <td>-4,668,349</td> <td>-1,770,424</td> <td>-8,382,370</td> <td>7,290,898</td> </tr> <tr> <td>Investing activities</td> <td>-2,799,362</td> <td>-4,743,698</td> <td>-7,358,197</td> <td>-7,000,173</td> </tr> <tr> <td>Financing activities</td> <td>7,917</td> <td>11,043,880</td> <td>24,370,748</td> <td>439,201</td> </tr> <tr> <td>Cashflow for the period</td> <td>-7,459,795</td> <td>4,529,758</td> <td>8,630,181</td> <td>729,926</td> </tr> </tbody> </table> <p>Key figures</p> <table border="1" data-bbox="475 1288 1428 1478"> <thead> <tr> <th>DKK</th> <th>2022.01.01 2022.06.30</th> <th>2021.01.01 2021.06.30</th> <th>2021.01.01 2021.12.31</th> <th>2020.01.01 2020.12.31</th> </tr> <tr> <td></td> <td><i>Unaudited</i></td> <td><i>Unaudited</i></td> <td><i>Unaudited</i></td> <td><i>Unaudited*</i></td> </tr> </thead> <tbody> <tr> <td>Equity ratio %</td> <td>40.00</td> <td>-1.06</td> <td>43.95</td> <td>6.42</td> </tr> <tr> <td>Av. 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For information about the adjustments, see note 1 in the 2021 annual report.</i></p>	DKK	2022.01.01 2022.06.30	2021.01.01 2021.06.30	2021.01.01 2021.12.31	2020.01.01 2020.12.31		<i>Unaudited</i>	<i>Unaudited</i>	<i>Audited</i>	<i>Audited*</i>	Gross profit	1,904,875	2,745,525	3,992,214	6,685,331	Loss from operating activities	-5,465,640	-2,186,215	-7,266,873	-1,409,844	Profit/loss for the period	-4,119,828	-2,821,718	-7,079,752	-1,278,724	DKK	2022.01.01 2022.06.30	2021.01.01 2021.06.30	2021.01.01 2021.12.31	2020.01.01 2020.12.31		<i>Unaudited</i>	<i>Unaudited</i>	<i>Audited</i>	<i>Audited*</i>	Total assets	41,234,187	39,355,571	46,883,117	29,888,587	Equity	16,484,190	-418,146	20,604,018	1,918,043	DKK	2022.01.01 2022.06.30	2021.01.01 2021.06.30	2021.01.01 2021.12.31	2020.01.01 2020.12.31		<i>Unaudited</i>	<i>Unaudited</i>	<i>Audited</i>	<i>Audited*</i>	Cash flows from:					Operating activities	-4,668,349	-1,770,424	-8,382,370	7,290,898	Investing activities	-2,799,362	-4,743,698	-7,358,197	-7,000,173	Financing activities	7,917	11,043,880	24,370,748	439,201	Cashflow for the period	-7,459,795	4,529,758	8,630,181	729,926	DKK	2022.01.01 2022.06.30	2021.01.01 2021.06.30	2021.01.01 2021.12.31	2020.01.01 2020.12.31		<i>Unaudited</i>	<i>Unaudited</i>	<i>Unaudited</i>	<i>Unaudited*</i>	Equity ratio %	40.00	-1.06	43.95	6.42	Av. 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Earnings per share (DKK)	-0.35	-1.68	-1.33	-13.34																																																																																																												
Average number of shares	11,815,912	1,676,973	5,321,820	95,830																																																																																																												
2.3	<p>What are the key risks that are specific to the issuer?</p>	<p>Market adoption and revenue</p> <p>The level of acceptance and usage of digital therapeutics are subject to various factors, including the health care system, prescribers and patients and their readiness or lack of same to embrace digital therapeutics. Brain+ also works in disease areas of predominantly elderly and not digitally savvy patients and caregivers, which could pose challenges in using and understanding the concept of a digital therapy. These factors could result in a slower than expected market uptake and achievement of target sales. It is the Company's assessment that the probability of the risk occurring is medium. If the risk were to materialize, Brain+ considers the potential negative impact to be high.</p> <p>Financing</p> <p>Since the start of operations, Brain+ has had limited revenue and is still in a development phase with ongoing R&D projects. The Company launched its first product in November 2022 and realized its first sale in December the same year. Despite commercial launch of the first dementia product, sufficient market adoption to generate revenues that covers the Company's operating cost is subject to risk. There is a risk, that in the future, the Company will not have sufficient revenue or positive cash flows to finance its operating cost and investments. If the Company is unable to obtain sufficient financing, the Company's ability to invest to maintain the competitiveness of its offering may be</p>																																																																																																														

		affected, as well as its financial position. Factors such as success of development of products, commercial acceptance by the market, obtaining of grants and possible strategic investments may affect the Company's future capital needs. It is the Company's assessment that the probability of the risk occurring is medium . If the risk were to materialize, Brain+ considers the potential negative impact to be high .
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SECTION 3 - KEY INFORMATION ON THE SECURITIES

3.1	What are the main features of the securities?	<p>Type, category, and ISIN of the securities Brain+ shares with ISIN code DK0061670205 are traded at Nasdaq First North Growth Market Denmark ("First North"), a multilateral trading facility platform ("MTF"). The ticker for the share is BRAINP.</p> <p>There is only one class of shares in the Company.</p> <p>Currency, nominal value, and number of securities As of the date of this Prospectus, the Company's registered share capital amounts to DKK 1,572,051.80 divided among 15,720,518 shares. The shares are denominated in DKK. The nominal value of each share is DKK 0.10 and the shares have been paid in full. The currency of the Offering is DKK.</p> <p>Rights attached to the securities The New Shares will have identical rights and be of the same seniority as the existing shares. These include voting rights, the right to dividends, the right to participate in the proceeds in case of a dissolution or liquidation of the Company, and pre-emptive rights in connection with the issue of new warrants, convertible bonds, and shares by cash contribution in case such issue is decided by the general meeting or by the board with valid authorization from the general meeting. Brain+ has one class of shares. All shares are of the same seniority in the Company's capital structure in case of insolvency. The New Shares as well as the existing shares are subordinated to the Company's liabilities. This means that if Brain+ is subject to any liquidation or bankruptcy, the shareholders normally receive payment after all creditors have been paid in full.</p> <p>Brain+ is a growth company and has not since its formation paid dividends to the shareholders. The Board of Directors intends to finance development, operations, and growth with a combination of the possible profit and possible future equity issues and or debt financing. In the event of a dividend, all shares in the Company carry equal right to dividends. The New Shares are eligible for dividends as of the date of registration of the New Shares with the Danish Business Authority, which is expected to take place around 2 June 2023. Further, the right to dividends applies to investors who are registered as shareholders in Brain+ on the record day applicable for the distribution of dividend. There are no existing restrictions on dividends or special procedures for shareholders resident outside of Denmark, and payment of any distributed dividends is intended to take place via VP Securities in the same manner as for shareholders residing in Denmark. Dividends accrue to Brain+ if it has not been claimed by the shareholder within three years from the time of the declaration of the dividends. Dividends go to Brain+ after the limitation.</p>
3.2	Transferability of the securities	There are no restrictions in the transferability of the shares.
3.3	Where will the securities be traded?	Brain+ shares are traded on Nasdaq First North Growth Market Denmark a growth market for small and medium-sized companies. The New Shares and the New Warrants of series TO 2 and TO 3 will also be admitted to trading on First North. Securities listed on First North are not subject to as extensive regulations as the securities that are admitted to trading on regulated markets.
3.4	Is there a guarantee attached to the securities?	The securities are not covered by guarantees.
3.5	What are the key risks that are specific to the securities?	<p>Share price development, volatility and liquidity There are no guarantees that the share price in the Company will have a positive development and there is a risk that investors in the Company will not, in whole or in part, get back the invested capital. Brain+'s share price has historically been volatile and may continue to fluctuate as a result of Company specific events and external factors. The Company's share price can be negatively affected by various factors such as variations in Brain+ financial performance, increase(s) in interest rates, political decision(s), fluctuation in exchange rates and a general worsening of the economy.</p> <p>The share price may be affected by factors that Brain+ cannot, wholly or partly, influence. A potential investment in Brain+ should hence be preceded by a careful analysis of the Company, its competitors, general information about the industry, the general economic situation, and other relevant information. There is a risk that the Company's shares cannot be sold for a price acceptable to the holders, or at all, at any time. It is the Company's assessment that the probability of the risk occurring is medium. If the risk were to materialize, Brain+ considers the potential negative impact to be high.</p>

SECTION 4 - KEY INFORMATION ON THE OFFERING OF SHARES TO THE PUBLIC

<p>4.1</p>	<p>Under which conditions and timetable can I invest in this security?</p>	<p>The Offer On 24 April 2023, the Board of Directors resolved, with authorization in the Articles of Association, adopted by the Extraordinary General Meeting held on 13 April 2023, to carry out a Rights Issue of units. Through the Initial Issue, the Company's share capital can increase by a maximum of DKK 3,144,103.60 and a maximum of 31,441,036 New Shares, each with a nominal value of DKK 0.10. In addition, a maximum 31,441,036 warrants of series TO 2 and 31,441,036 warrants of series TO 3 can be issued through the Rights Issue.</p> <p>The Rights Issue is conducted with pre-emptive unit rights for existing shareholders. The proceeds from the Initial Issue amount to a maximum of approximately DKK 15.7 million assuming that the Rights Issue is fully subscribed and before deduction of cost related to the Rights Issue. If the Rights Issue is fully subscribed and all the New Warrants subsequently are exercised at the highest exercise price, the Company can receive additionally approximately DKK 25.2 million and 37.7 million respectively from the exercise of TO 2 and TO 3 warrants. The maximum gross proceeds from the Offering are approximately DKK 78.6 million.</p> <p>Subscription price in Rights Issue The subscription price is DKK 1.00 per unit, which corresponds to DKK 0.50 per share ("Subscription Price"). Each unit consists of two (2) New Shares, two (2) New Warrants of series TO 2 and two (2) New Warrant of series TO 3. Warrants of series TO 2 and TO 3 are issued free of charge. A brokerage fee may occur when subscribing for units.</p> <p>Subscription period Subscription of New Units will take place within the period from 10 May 2023 until 25 May 2023.</p> <p>Pre-emptive right and allocation Shareholders in the Company, which are registered with VP Securities on 9 May 2023 at 5:59 p.m. CET be allocated one (1) pre-emptive unit right for each of the share held. One (1) pre-emptive unit right, gives the holder of such right preferential allocation when subscribing for one (1) New Unit in the Rights Issue. The pre-emptive unit rights will be admitted to trading at Nasdaq First North Growth Market Denmark with ISIN code DK0062272282. Shareholders who do not wish to subscribe for units in the Issue, can therefore chose to sell the pre-emptive unit rights to other potential subscribers in the Issue. Trading in the pre-emptive unit rights will commence on 8 May 2023 at 9:00 a.m. CET and close on 23 May 2023 at 5:00 p.m. CET. Subscription Period for New Units commences 10 May 2023 at 9:00 a.m. CET and closes on 25 May 2023 at 5:00 p.m. CET. Any pre-emptive unit rights not exercised during the Subscription Period will lapse with no value, and the holder of such pre-emptive rights will not be entitled to compensation. Once a holder of a pre-emptive unit right has exercised such pre-emptive right to subscribe for New Units, such subscription cannot be withdrawn or modified by the holder.</p> <p>The pre-emptive unit rights, the temporary units, and the shares and warrants following the automatic conversion of temporary units, will be delivered in book-entry form to accounts with VP Securities.</p> <p>New Warrants of series TO 2 and TO 3 One (1) New Unit consists of two (2) New Shares, two (2) New Warrants of series TO 2 and two (2) New Warrant of series TO 3.</p> <p>Each New Warrant of series TO 2 entitles the holder to subscribe for one (1) new share at a subscription price within the range of DKK 0.20 - 0.80 during the exercise period which runs from 2 October 2023 until and including 16 October 2023. The exercise price for the New Warrants of series TO 2 will be set to 70 percent of the volume-weighted average price during the period of twenty (20) trading days ending two (2) trading days before the first day of the exercise period. Last day of trading in Warrants of series TO 2 is 12 October 2023. Any Warrants of series TO 2 not exercised during the subscription period or sold before the last day of trading will laps with no value, and the holder of such warrant will not be entitled to compensation. The exercise price must be rounded to the nearest whole øre. The exercise price shall not exceed DKK 0.80. The exercise price shall not fall below DKK 0.20.</p> <p>If all New Warrants of series TO 2 are exercised during this period, the Company will receive an additional of approximately DKK 6.3 - 25.2 million before issue costs.</p> <p>Each New Warrant of series TO 3 entitles the holder to subscribe for one (1) new share at a subscription price within the range of DKK 0.30 - 1.20 during the exercise period which runs from 8 March 2024 until and including 22 March 2024. The exercise price for the New Warrants of series TO 3 will be set to 70 percent of the volume-weighted average price during the period of twenty (20) trading days ending two (2) trading days before the first day if the exercise period. Last day of trading in Warrants of series TO 3 is 20 March 2024. Any Warrants of series TO 3 not exercised during the subscription period or sold before the last day of trading will laps with no value, and the holder of such warrant will not be entitled to compensation. The exercise price must be rounded to the nearest whole øre. The exercise price shall not exceed DKK 1.20. The exercise price shall not fall below DKK 0.30.</p>
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Further information about the loan and lenders can be found on page 13 and 58.</p> <p>Over-allotment issue The Board of Directors in Brain+ can, if the Rights Issue is fully subscribed, partially or in full resolve on an over-allotment issue up to a value of approximately DKK 5.8 million. The over-allotment issue comprises of a maximum of additionally 5,821,544 units, and the subscription price for such units is the same as in the Rights Issue. The purpose of the over-allotment issue is to accommodate high demand in case of oversubscription and at the same time enable the Company to invest more into higher growth. In the event that the Company's Board of Directors decides to exercise the over-allotment issue, it will be communicated as soon as possible after the Rights Issue. If activated, the over-allotment is expected to be registered with the Danish Business Authority at the same time as the Rights Issue, and trading in the additional shares and warrants due to the over-allotment issue is expected to commence on 7 June 2023. Any shares and warrants from the over-allotment will be issued at the same time as the New Shares and New Warrants in the Rights Issue.</p> <p>Valuation Brain+ pre-money valuation (in the Rights Issue) amounts to approximately DKK 7.9 million.</p> <p>Pre-subscription- and guarantee commitments The Company received, in March 2023, written commitments to directly subscribe for New Units (“pre-subscription”) and commitments to subscribe for any remaining New Units not subscribed for by current shareholders and the general public (“guarantee commitment”). The commitments guarantee a minimum subscription in the Rights Issue of approx. DKK 13.40 million, corresponding to approx. 85 percent of the Rights Issue. Of the commitments, approx. DKK 4.44 million refers to pre-subscription commitments and approximately DKK 8.93 million to guarantee commitments.</p> <p>Publication of the outcome of the Rights Issue The results of the Rights Issue will be communicated in a company announcement expected to be published 31 May 2023, or as soon as possible after the subscription period ends.</p> <p>Dilution As at the Prospectus Date, the Company's registered share capital had a nominal value of DKK 1,572,051.80 divided into 15,720,518 existing shares with a nominal value of DKK 0.10. All existing shares are issued and paid in full, and each existing share represents one (1) vote. Upon issue of the New Units, the percentage of ownership of the existing shareholders may be reduced. If the existing shareholders refrain from exercising the allocated pre-emptive rights to subscribe for units in the Rights Issue, shareholder's ownership will experience a dilution of up to 66.7 percent if the Initial issue is fully subscribed. Shareholders who refrain from participate in the Offer (Initial Issue and subsequent warrant exercises) completely can have their ownership diluted by up to 85.7 percent if all steps of the Offering are fully subscribed.</p> <p>Shareholders can partially protect themselves from dilution by either partly exercising the allocated Pre-emptive Rights or selling. The rate of experienced dilution will then be between 0 to 85.7 percent depending on the exercise or sale. Shareholders exercising their pre-emptive rights in full, and subsequently exercise all warrants of series TO 2 and TO3, will not experience any dilution.</p> <p>If the over-allotment issue is activated in full, an additional of 11,643,088 shares, 11,643,088 warrants of series TO 2 and 11,643,088 warrants of series TO 3 will be issued in addition to New Shares and New Warrants issued through the Rights Issue. As there are no pre-emptive rights for the over-allotment issue, it is not possible for existing shareholders to compensate for the dilution arising of the over-allotment issue.</p> <p>Costs for the Right Issue Given that the Rights Issue is fully subscribed, the costs connected to the Initial Issue amount to approximately DKK 3.7 million, or approximately 24 percent of the proceeds from the Initial part of the Rights Issue whereof approximately DKK 1.7 million refers to compensation to guarantors. If the New Warrants of series TO 2 and TO 3 is fully subscribed to the highest subscription price the costs for the warrant exercise of the New Warrants of TO 2 and TO 3 will amount to approx. DKK 2.0 million and approx. DKK 2.9 million.</p> <p>Subscription Price and amount of any expenses and taxes charged</p>
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4.2	<p>Why is this EU Growth Prospectus being produced?</p>	<p>Reasons for the Rights Issue</p> <p>According to Brain+ assessment, existing capital is not sufficient to finance operational advancements in accordance with the Company's business plan. For this reason, Brain+ has decided to resolve on the Rights Issue.</p> <p>Use of proceeds</p> <p>The proceeds from the Rights Issue will be used to strengthen the Company's capital in order to further develop the Company in according with its strategy and business plan.</p> <p>The Company's main focus is to expand and increase the commercial activities and traction and maturing the pipeline, which consist of three clinical development and product programs.</p> <ol style="list-style-type: none"> 1) CST-Therapist Companion, for people with mild-to-moderate dementia, 2) CST-Home Care, for people with mild-to-moderate dementia, and 3) CST-for-MCI, for people with mild cognitive impairment. <p>The Company receives, if the Initial Rights Issue is fully subscribed, approximately DKK 12.0 million in net proceeds whereof approximately DKK 3.7 million was received already in March 2023 through the bridge loan. Transaction related cost for the Initial Rights Issue amounts to approximately DKK 3.7 million whereof approximately DKK 1.7 million relates to guarantee compensation. The Company intends to use the proceeds from the Initial Rights Issue to finance following activities:</p> <ul style="list-style-type: none"> • Clinical program (CST Claims study on first product and pilot study on CCT use in Mild Cognitive Impairment -approximately 6% • Development of UK version of the CST - Therapist Companion product, targeting 2024 launch - approximately 8% • Commercial activities to scale sales of CST-Therapist Companion in Denmark, Germany, the United Kingdom through November 2024 - approximately 53% • Other operating expenses through November 2024 - approximately 33% <p>Through the exercise of the New Warrants of series TO 2 in October 2023, if all warrants are exercised, the Company will receive a minimum of additionally approximately DKK 5.6 million in net proceeds after transaction related costs of approx. DKK 0.7 million. The net proceeds from the warrant exercise are estimated to finance the following activities:</p> <ul style="list-style-type: none"> • Clinical program (CST claims study on Cognitive Stimulation Therapy - Home Care product, and CST for MCI proof of Concept Study) - approximately 100% <p>Through the exercise of the New Warrants of series TO 3 in March 2024, if all warrants are exercised, the Company can receive a minimum of additional approximately DKK 8.5 million in net proceeds after transaction related costs of approx. DKK 0.9. The net proceeds from the warrant exercise are estimated to finance the following activities:</p> <ul style="list-style-type: none"> • Clinical program (CST claims study on Cognitive Stimulation Therapy - Home Care product, and CST for MCI proof of Concept Study) - approximately 74% • Commercial activities to scale sales in target markets to breakeven - approximately 26% <p>Conflicts of interest</p> <p>Sedermera Corporate Finance ("Sedermera") and Gemstone A/S ("Gemstone") are the financial advisers, Markets and Corporate Law Nordic ("MCL") is a legal advisor, VP Securities is the issuing agent and Nordic Issuing is the settlement agent to Brain+ in connection with the Rights Issue. These parties receive a pre-agreed remuneration for services in connection with the Offer.</p> <p>In addition, Gemstone has a financial interest in the Company as a result of their holdings of 250,000 warrants, each granting the right for the warrant holder to subscribe for one (1) new share in Brain+ of nominal DKK 0.10. The warrants were issued as partial compensation for financial services performed in connection with the Brain+ IPO in 2021 and the current Rights Issue. More information can be found on page 71.</p> <p>The Company's CEO Kim Baden-Kristensen and Board Member Lars Terney have financial interest in the Company as a consequence of larger share- and or warrant holdings in the Company. Apart from the mentioned shareholdings, there are to the Company's best knowledge, no member of the Board of Directors or executive management who has any other private interests which might conflict with the Company's interests.</p>
4.3	<p>Who is the offeror/and or the person asking for admitting to trading?</p>	<p>The offeror is Brain+ A/S with corporate registration number (CVR) 36439440.</p>

Responsibility statement

Danish Financial Supervisory Authority

This Prospectus has been approved by The Danish Financial Supervisory Authority (the "DFSA"), as the competent authority. The DFSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation 2017/EU/1129. Such approval should not be considered as an endorsement of the quality of the securities that are subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities. The Prospectus has been prepared as an EU growth Prospectus in accordance with Article 15 of Regulation (EU) 2017/1129.

Persons responsible

The Board of Directors and the CEO of Brain+ are responsible for the content of this Prospectus. As of the date of this Prospectus, the Board of Directors of the Company comprises Anders Härfstrand (Chairman), Lars Terney (Vice Chairman), Hanne Leth Hillman (Member, Chairman of Audit Committee), Johan Luthman (Member) and Betül Susamis Unaran (Member). For additional information regarding Brain+ board members and CEO, please refer to section "Board of Directors and executive management" in this Prospectus.

Statement by the CEO and the Board of Directors of Brain+ A/S

We hereby declare, as the persons responsible for this Prospectus on behalf of Brain+ A/S (CVR 36439440), that to the best of our knowledge, the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omission likely to affect its import.

Copenhagen, 24 April 2023

Brain+ A/S
The CEO and Board of Directors

Anders Härfstrand, Chairman

Lars Terney, Vice Chairman

Hanne Leth Hillman, Board Member

Johan Luthman, Board Member

Betül Susamis Unaran, Board Member

Kim Baden-Kristensen
CEO Brain+ A/S

Information from third parties

The Board of Directors confirms that information obtained from third parties in this Prospectus has been accurately reproduced and that, as far as the Board of Directors is aware and can ascertain from the information published by these third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. The statements in this Prospectus are based on the assessment of the Board of Directors and executive management if no other grounds are stated. No statement or report attributed to a person as an expert is included in this Prospectus. Apart from Brain+ audited financial statements for the last two years (2021 and 2020), no information in the Prospectus has been reviewed or audited by the Company's auditor.

References:

[Alzheimer's Association](#)

[Astra Zeneca](#)

[Alzheimerforeningen](#)

[Alzheimer's Disease International](#)

[Alzheimer's Research UK](#)

[Boehringer Ingelheim](#)

[Cochrane Library](#)

[Cummings et al. \(2022\), "Alzheimer's disease drug development pipeline: 2022"](#)

[Click Therapeutics](#)

[Deutsche Alzheimer Gesellschaft](#)

[Federal Institute for Drugs and Medical Devices, Germany \(BfArM\)](#)

[Federal Ministry of Health, Germany \(BMG\)](#)

[Lancet Public Health](#)

[Research and Markets](#)

[Rosenberg & Lyketsos, "Mild Cognitive Impairment: searching for the prodrome of Alzheimer's disease"](#)

[RoX Health](#)

[Resmed](#)

[Shionogi](#)

[The National Institute for Health and Care Excellence \(NICE\)](#)

[Voluntis](#)

[World Health Organization \(WHO\)](#)

General Company Information

Brain+ legal and commercial name is Brain+ A/S with the corporate registration number (CVR) 36439440. The LEI code of the Company is 9845007708709CEGD845. Brain+ was incorporated in Denmark and is a Danish public limited liability company governed by Danish law, including but not limited to the Danish Companies Act (no. 1451 of 09/11 2022).

The Company was established on 19 November 2014 as a private limited company. At a general meeting on 3 May 2021, the Company was transformed into a public limited company. Brain+ is not part of a group.

The Company's address and the registered office of the Board of Directors is Købmagergade 53, 3, 1150 København K, Denmark. Company representatives may be reached at telephone +45 31 39 33 17, and by e-mail at contact@brain-plus.com. The Company's visiting address is Købmagergade 53, 3, 1150 København K, Denmark, and the website is www.brain-plus.com. It is to be noted that the information on the Company's website does not form part of the Prospectus unless the information is incorporated in the Prospectus by reference.

Organizational structure

Brain+ A/S, founded in 2014, with its office in Copenhagen, Denmark, has an internal structure consists of The Board of Directors at the top, followed by the CEO Kim Baden-Kristensen. Brain+ has a leading management team consisting of CEO, CFO (Bertil Stengaard Jessen), Chief Science & Innovation Officer (Simon Nielsen), CTO (Paula Petcu) and Business Development manager (Brian Østergaard). At the date of this Prospectus, the number of employees in the Company amounts to 19.

Financing

In accordance with what is set out in the section "Motives for the rights issue" in the Prospectus, the Company assesses a capital need of approximately DKK 15 million from the total Offer to bring the Company to profitability with the CST-Therapist Companion product program. With additional funding from the Offer, activities can be carried out particularly to mature CST-Home Care and CST-for-MCI. In Brain+'s strategic view - expansion and product launches in new markets may give rise to situations where additional capital may be needed to take advantage of additional value creating growth opportunities, or subject to realized commercial activity levels, to enable additional activities sufficient to reach profitability. The size of such capital need will depend on a number of factors, e.g., the attractiveness of the opportunity based on expected cost to realize relative to resulting sales impact. Brain+ will evaluate various financing options, such as additional equity raising, debt, soft funding, or revised business activity levels until additional capital can be raised in the event additional capital is needed. This also applies if the Rights Issue is not fully subscribed.

Significant changes in loan and financing structure

In March 2023, Brain+ secured a bridge loan of approximately DKK 3.7 million from 11 lenders. List of lenders and their commitments can be found on page 59. The loan enables the Company to maintain momentum during the period running up to the Rights Issue. All lenders have entered into agreements to subscribe for New Units in the Rights Issue with payment to be made through cancellation of the debt claims on the Company ("conversion"). Lenders converting their debt into subscription in the Issue will receive a risk premium of 20 percent on the loan amount. Subscription from the lenders will be on the same terms as other subscribers in the Rights Issue.

Apart from that, the Company has no significant financial contracts, including loan agreements and other financing agreements, to support day-to-day operations, and there are also no significant licensing obligations. There has been no significant change in the Company's borrowing and funding structure since the end of the last financial period, 30 June 2022.

Investments

As of the date of this Prospectus, no material investments have been made since the end of the last financial period, 30 June 2022. Besides the Rights Issue described in this Prospectus, there are no investments that are in progress and/or for which firm commitments have already been made.

Motive for the Rights Issue

Background

Brain+ is a pioneer in the development of Digital Therapeutics for Alzheimer's disease. The clinical target of the Company is to counteract cognitive decline, the primary and most debilitating symptom of Alzheimer's. The Company's mission is to offer effective Alzheimer's treatments to everyone in need, as Digital Therapeutics.

Brain+ executed an Initial Public Offering ("IPO") in October 2021 and raised capital for the clinical development of its product line of Digital Therapeutics for Alzheimer's and dementia, with the target to launch its first regulated product in 2024, and to form large strategic partnerships and licensing deals with pharmaceutical players.

Since the IPO Brain+ quickly partnered with Roche Pharmaceuticals in Germany, a leading player in Alzheimer's, to bring its first dementia product to the German market, via its digital daughter company, Rox Health. This partnership and effective operations led to acceleration of the commercial launch of the first dementia product, the CST¹-Therapist Companion, which was introduced on the Danish market in November 2022, more than two years ahead of plan. This acceleration coincided with an increased focus on a quicker path to profitability and de-risking the overall business case. With the first business-to-business sale already secured, and the upcoming market introduction in Germany, Brain+ now has the platform to become a well-established commercial company.

With the proceeds from the IPO the Company hired some of the leading talent within digital therapeutics and Alzheimer's, expanded the board with veteran figures in the industry, including the EVP of R&D at Lundbeck, Johan Luthman, a world leading expert in Alzheimer's disease. The clinical development is on track and the Company has received positive clinical results on the Company's three core technologies.

The way forward

The Company is now concentrating on two main tracks: expanding its commercial activities to reach break-even and developing its product pipeline to support this goal. The Company has three product programs: 1) CST-Therapist Companion, for people with mild-to-moderate dementia, 2) CST-Home Care, for people with mild-to-moderate dementia, and 3) CST-for-MCI, for people with mild cognitive impairment. Market access, regulatory compliance and large-scale reimbursement, is enabled by the Company's clinical program.

Commercial expansion in 3 parts

While Brain+ has a great position (first mover, winning therapeutic standard, strong reputation, unique core technologies) to become a leader in addressing the massive unmet clinical need in Alzheimer's disease, focus for the next years will be to achieve commercial scale and profitability, while keeping clinical development activity sharply focused to support this goal. Therefore, the Company has divided its commercial expansion strategy and value creation strategy into three parts, corresponding to each of the three product programs in its portfolio.

Part 1: (Profitable Core): CST-Therapist Companion

Funding required: approximately DKK 15 million

Brain+ will scale and expand commercialization efforts for its first dementia product, CST-Therapist Companion. This product helps therapists save approximately 80% time on preparation, standardize CST group sessions in high quality and improve consistency of therapeutic delivery. Scaling efforts will continue in Denmark, where the first sale was secured in December 2022. Brain+ aims to introduce the localized product in Germany, the largest European market for Digital therapeutics, in Q2 2023, supported by the Rox Health partnership. Additionally, Brain+ is developing a UK product version, and a general English language version, preparing for introduction in the UK. Finally, a 2nd version of this product is in development with more advanced features and Class 1 Medical Device compliance (EU MDR). A claims trial is

¹ Cognitive Stimulation Therapy (read more in Section 'Business Overview')

planned for this product to get health outcomes data to support reimbursement at scale by health care payers and for medical device software certification.

Part 2 (Bringing it home): CST-Home Care

Funding required: approximately DKK 6 million

CST-Home Care will provide people, who have been in basic group training by a municipality or a private clinic, their relatives and home caregivers the option of an extended 'do-it-yourself' use of digital CST at home. This product allows maintaining the cognitive benefits gained from group CST sessions and opens up to 12X larger market potential versus the CST-Therapist Companion product. To support bringing CST-Home Care to the market a claims trial is planned.

Part 3: (Expanding into Mild Cognitive Impairment (MCI)): CST-for-MCI

Funding required: approximately DKK 6 million

CST-for-MCI targets people in a stage of Alzheimer's disease right before dementia, namely Mild Cognitive Impairment (MCI). It aims to delay cognitive decline and progression of Alzheimer's disease into dementia stage. MCI is a major unmet need and market opportunity, with an estimated 150-200 million people worldwide living with MCI. Because dementia is the result of neurodegenerative diseases (primarily Alzheimer's which accounts for 60-80% of all dementia) there is possibility for making an even greater long term health impact, if the disease and symptoms can be addressed earlier, in the MCI stage (the second frontier). The MCI segment is a sweet spot for Big Pharma, as many of the Alzheimer's drugs in development are targeting this segment and is thus high potential for collaboration and combination treatments with Brain+ digital therapeutics. To support bringing CST-for-MCI to the market a grant-funded pilot is ongoing and a Proof-of-Concept Study (Phase 2) is planned.

Succeeding with Part 1 alone allows a pathway towards profitability, and Part 2 and 3 both multiply the value creation potential. All three parts, but Part 2 and 3 in particular are expected to make Brain+ and its products highly attractive to pharmaceutical players and can open up large multi-million strategic pharma deals.

To pursue the 3-part plan for commercial expansion, including launch of the CST-Home Care, expansion and scaling in DK, Germany, the United Kingdom, and getting the CST-for-MCI through Proof-of-Concept (Phase 2) Brain+ needs approximately DKK 26* million in additional funding. The Rights Issue and following New Warrants of series TO 2 and TO 3 and grants may fully fund this plan. However, the 3-part plan also allows for flexibility in scenarios where TO 2 and TO 3 do not go as planned. In this case Part 2 and Part 3 of the plan can either be funded by additional sources including pharma partnerships and incremental grants (with which the company has a highly successful track record with over €10 million invested in R&D of its pipeline) or be moved further out in time.

Base case:

Current Offer is expected to cover the need for Part 1+2+3

- Approximately DKK 15 million to enable the company to reach break-even and to realize Part 1.
- Approximately DKK 6 million in addition (DKK 21 million in total) to enable Part 1+2
- Approximately DKK 6 million in addition (DKK 26* million in total) to enable Part 1+2+3

**Difference in sum due to rounding*

Best case:

Additional proceeds from the Offer above DKK 26 million in total, will enable additional value creation activities, including additional market entries, accelerated studies of CST-MCI product and Starry Night.

Worst case:

If there is a shortfall in funding, Brain+ can continue to build on its track record of funding via grants (€10m raised to date), fund via strategic partnerships deals, revise cost-structure or even postpone Part 2 and Part 3 and focus on Part 1 only. The 3-Part plan includes reaching a number of commercial and clinical development milestones:

Target milestones in Base case scenario:

	Part 1 (Profitable Core): CST-Therapist Companion Funding required: 15mDKK	Part 2 (Bringing it home): CST-home care Funding required: 6mDKK	Part 3: Transforming MCI care w/CST-for-MCI Funding required 6mDKK
Commercial Milestones	2023		
	2024		
	2025		
	<ul style="list-style-type: none"> • Proof of business in Denmark • German launch of CST-TC v1 		
	<ul style="list-style-type: none"> • United Kingdom launch • Launch of CST-TC v2 in all markets 	<ul style="list-style-type: none"> • Strategic pharma deals 	<ul style="list-style-type: none"> • Strategic pharma deals
	<ul style="list-style-type: none"> • CASH FLOW BREAK-EVEN IS REACHED AT YEAR END 2025 	<ul style="list-style-type: none"> • Extension into 10x larger home care market 	<ul style="list-style-type: none"> • Checking into the large mainstream pharma (shortcut to unicorn segment) • Accelerate expansion into future markets
	<ul style="list-style-type: none"> • Claims study for CST-TC v2 		<ul style="list-style-type: none"> • Pilot study for CST for MCI
	<ul style="list-style-type: none"> • Achieve class 1 MDR for CST-TC v2 	<ul style="list-style-type: none"> • Claims study for CST-Home Care 	<ul style="list-style-type: none"> • PoC study (phase 2) for CST for MCI
	<ul style="list-style-type: none"> • Reimbursements in target markets 	<ul style="list-style-type: none"> • Achieve Class 1 MDR for CST-Home Care • Reimbursements in target markets 	<ul style="list-style-type: none"> • (Claims study for CST for MCI)

Base case milestones:

	Clinical development and market access milestones expected	Commercial milestones expected
2023	<ul style="list-style-type: none"> • Claims study for 2nd version of CST - Therapist Companion <ul style="list-style-type: none"> ◦ Important milestone to achieve reimbursement coverage and launch • Pilot study for CST-for-MCI <ul style="list-style-type: none"> ◦ Important milestone to further attract interest from pharma companies and or major grand funding 	<ul style="list-style-type: none"> • Proof of business in Denmark of CST product line <ul style="list-style-type: none"> ◦ Further penetrate the DK market to become market leader • German introduction of CST-Therapist Companion (exp. Q2) <ul style="list-style-type: none"> ◦ First commercial pilot
2024	<ul style="list-style-type: none"> • Achieve Class 1 MDR medical device compliance for 2nd version of CST - Therapist Companion • Claims study for CST - Home Care <ul style="list-style-type: none"> ◦ Important milestone to achieve reimbursement coverage and launch • Proof of Concept study for CST for MCI <ul style="list-style-type: none"> ◦ Important milestone to further attract interest from pharma companies and or major grand funding 	<ul style="list-style-type: none"> • Germany <ul style="list-style-type: none"> ◦ First sale ◦ Proof of business ◦ Become market leader • United Kingdom launch of CST-Therapist Companion <ul style="list-style-type: none"> ◦ First commercial pilot ◦ First sales ◦ Proof of business ◦ Become market leader • Launch of 2nd version of CST-Therapist Companion, a Class 1 MDR medical device version, in all markets <ul style="list-style-type: none"> ◦ Proof of business for 2nd version of CST-Therapist Companion
2025	<ul style="list-style-type: none"> • Achieve reimbursement coverage at scale for 2nd version of CST-Therapist Companion in: <ul style="list-style-type: none"> ◦ Germany ◦ United Kingdom • Achieve Class 1 MDR medical device compliance for CST-Home Care 	<ul style="list-style-type: none"> • Launch of CST-Home Care, a Class 1 MDR medical device version Therapist Companion, in all markets • Strategic pharma deal(s) related to CST - Home Care with financing and/or out-licensing component

<ul style="list-style-type: none"> • Achieve reimbursement coverage at scale for CST-Home Care in: <ul style="list-style-type: none"> ○ Germany ○ United Kingdom • Claims study for CST for MCI <ul style="list-style-type: none"> ○ Important milestone to achieve reimbursement coverage and launch 	<ul style="list-style-type: none"> • Large strategic CST for MCI pharma deal (>1m \$) financing and/or out-licensing component
<ul style="list-style-type: none"> • Reach cash flow break-even. • Other milestones: Major research grants (building on track record of €10 million raised to date). • The Company's financial objective is to reach USD 100 million in sales by 2030. 	

Reasons for the Rights Issue

According to Brain+ assessment, more capital is needed to finance operational advancements in accordance with the Company's business plan. For this reason, Brain+ has decided to resolve on the Rights Issue.

Use of the proceeds

Brain+ is carrying out a Rights Issue of units (shares and free-of-charge warrants of series TO 2 and TO 3), which can provide the Company with a maximum of approx. DKK 78.6 million (if all steps of the transaction are fully subscribed) before deduction of transaction related costs. The proceeds from the Rights Issue will be used to strengthen the Company's capital in order to further develop the Company in according with its strategy and business plan.

The Company's main focus is to expand and increase the commercial activities and traction and maturing the pipeline, which consist of three clinical development and product programs.

- 1) CST-Therapist Companion, for people with mild-to-moderate dementia,
- 2) CST-Home Care, for people with mild-to-moderate dementia, and
- 3) CST-for-MCI, for people with mild cognitive impairment.

The Company receives, if the Initial Rights Issue is fully subscribed, approximately DKK 15.7 million before transaction related cost of approximately DKK 3.7 million. The Company intends to use the approximately DKK 12.0 million in net proceeds from the Initial Rights Issue to finance following activities:

- Clinical program (CST Claims study on first product and pilot study on CCT use in Mild Cognitive Impairment) - approximately **6%**
- Development of UK version of the CST - Therapist Companion product, targeting 2024 launch - approximately **8%**
- Commercial activities to scale sales of CST-Therapist Companion in Denmark, Germany, the United Kingdom through November 2024 - approximately **53%**
- Other operating expenses through November 2024 - approximately **33%**

Through the exercise of the New Warrants of series TO 2 in October 2023, Brain+ can, if all warrants are exercised to the lowest exercise price, receive a minimum of additionally approx. DKK 6.3 million before transaction related costs. The approx. DKK 5.6 million in net proceeds from the TO 2 exercise in the minimum price scenario are estimated to finance the following activities:

- Clinical program (CST claims study on Cognitive Stimulation Therapy - Home Care product, and CST for MCI proof of Concept Study - approximately **100%**

Through the exercise of the New Warrants of series TO 3 in March 2024, Brain+ can, if all warrants are exercised to the lowest exercise price, receive a minimum additionally approximately DKK 9.4 million before transaction related costs. The approximately DKK 8.5 million in net proceeds from the TO 3 exercise in the minimum price scenario are estimated to finance the following activities:

- Clinical program (CST claims study on Cognitive Stimulation Therapy - Home Care product, and CST for MCI proof of Concept Study - approximately **74%**

- Commercial activities to scale sales in target markets to reach breakeven - approximately **26%**

Commitments in relation to the Rights Issue

In total, approximately 85 percent of the Initial Issue, corresponding to approximately DKK 13.4 million, is agreed upon in writing by pre-subscription and guarantee commitments. Approximately DKK 4.4 million refers to pre-subscription commitments through offset of bridge loan against New Units in the Rights Issue. Approximately DKK 0.4 million of the pre-subscription commitments refers to commitments from Brain+ Board of Directors and management team. Allocation of units to pre-subscriber may take place partially or in full in the over-allotment issue in case the public interest is great in participating in the Rights Issue. Approximately DKK 8.9 million refers to guarantee commitments from external investors.

Out of the total guarantee commitments, approximately DKK 6.3 million (approximately 40 percent of the Rights Issue) are so called "bottom-up" guarantee commitments in which the guarantors commit to subscribe for any remaining units in the Initial Issue, from zero percent subscription up to a subscription rate of 40 percent of the maximum Issue amount ("**Tranche 1**"). The Tranche 1 guarantee commitments carry an underwriter's fee of 14 percent of the guaranteed amount in cash or 16 percent in New Units of the guaranteed amount to the same terms as in the Rights Issue.

In addition to above Tranche 1 guarantee commitments, Brain+ has secured a second tranche of guarantee commitments of approximately DKK 2.6 (approximately 17 percent of the Initial Issue ("**Tranche 2**"). Tranche 2 covers subscription rate in the range of 54-71 percent in the Initial Issue. Subscription rate of the Rights Issue below 54 percent will result in full activation of Tranche 2. The Tranche 2 guarantee commitments carry an underwriter's fee of 20 percent of the guaranteed amount in cash.

Advisors

In connection with the Rights Issue described in this Prospectus, Sedermera and Gemstone are the financial advisors to Brain+, MCL is legal advisor and VP Securities is the issuing agent and Nordic Issuing the settlement agent. Sedermera have assisted the Company in the preparation of this Prospectus. The Board of Directors is responsible for the content, whereupon Sedermera disclaims all liability in relation to shareholders in the Company and regarding other direct or indirect consequences as a result of investment decisions or other decisions based wholly or partly on the information in this Prospectus.

Parties with interests

Sedermera and Gemstone are financial advisors and MCL is a legal advisers. VP Securities is the issuing agent and Nordic Issuing the settlement agent. Sedermera, Gemstone, MCL, VP Securities and Nordic Issuing receive a pre-agreed remuneration for services rendered in connection with the Rights Issue. In addition, Gemstone owns 250,000 warrants in Brain+. Each warrant gives Gemstone at any time up until 1 April 2028, the right to subscribe for one share in Brain+ of nominally DKK 0.10 per share. Further information about the warrants to Gemstone can be find on page 70. Apart from that, Sedermera, Gemstone, MCL and Nordic Issuing have no financial or other interests in the Rights Issue.

Executive summary

Brain+ is a pioneer in developing medical software to treat the cognitive symptoms of dementia, and the most common cause of dementia, namely Alzheimer's disease. Together with world-leading experts and institutions, the Company digitize the best-in-class, non-drug dementia therapies, and make them broadly available on standard digital devices – for use both in people's homes and at healthcare clinics. This approach is referred to as Digital Therapeutics or Digital Medicine.

Driven by high quality software programs, Digital Therapeutics – stand alone, or in combination with traditional medicines – help to prevent, manage, and treat medical disorders or diseases. Brain+ technologies and products are being built on a deep understanding of the challenges and needs associated with Alzheimer's and dementia. They are being rigorously tested, scientifically and clinically validated, and regulated as software-as-medical-devices (software-as-treatments). Like traditional medicines, the Company's products will be prescribed by health care professionals and paid for by health insurance or state health care.

The clinical target of the Company is to counteract and prevent cognitive decline, and the mission is to make effective treatments available to everyone in need as digital therapeutics.

Alzheimer's disease and dementia – a global problem

Alzheimer's disease is the underlying pathology responsible for 60-80 percent of all dementia cases. Every third senior in the US dies with dementia (Alzheimer's Association). According to the World Health Organization (WHO), the number of people with dementia is expected to triple to 152 million people by 2050. The related, global health care cost has risen to USD 1 trillion per year, and this number is expected to double to USD 2 trillion by 2030, also according to WHO. With an aging population globally, the unmet need for better treatments of dementia is vast and growing year by year. Due to the complexity of the underlying pathology of Alzheimer's, traditional pharmaceuticals for Alzheimer's are scarce, and are insufficient to address this health burden on its own.

Digital therapeutics as clinically relevant treatments

Medical research has discovered that the primary symptom of dementia, which is the decline in cognitive functions, such as memory loss and difficulty concentrating, can be counteracted through cognitively stimulating activities and training. Digital treatments are well positioned to target the specific cognitive symptoms of Alzheimer's and dementia using proven behavioural interventions and mechanisms that are well suited for being digitally delivered. Digital therapeutics can deliver health outcomes on their own or as a supplement to traditional drugs. Digitally delivered treatments, more popularly known as 'Digital Therapeutics', are on the rise and is fully implemented in a number of health areas.

Technologies and products

Since Brain+ was founded in 2014, the Company developed and launched the first revenue-generating product and has received raised approximately DKK 100 million in funding (of which DKK 66 million were grants). From its inception, Brain+ and its team has worked closely with leading neuroscientists and academia and is currently collaborating with 7 Universities to develop and validate its products. Brain+ has developed three digital technologies for treatment and early detection of cognitive decline in Alzheimer's. This includes two treatments technologies: digital Cognitive Stimulation Therapy (CST) and Computerized Cognitive Training (CCT), and one unique cognitive test for the early detection of Alzheimer's disease, Starry Night Cognitive Test. The Company has already received early validation for all its technologies in five clinical trials conducted by partner universities and is continuing its clinical development program with two clinical trials in ongoing innovation projects, two planned clinical studies aiming for regulatory and health care payer data, and multiple smaller pilots in target markets like Germany and the UK. The Company recently (November 2022) launched its first dementia product in Denmark, the CST-Therapist Companion, and has two more products in its product pipeline, the CST Home Care, and the CST for MCI (Mild Cognitive Impairment).

Setting new standards within Alzheimer's

The Company has created a solid technology and product base and brand reputation for commercial growth and further R&D, with a clear aim and potential to become the leading digital therapeutic provider within Alzheimer's disease. The success of digital therapeutics has been seen in other disease areas, such as diabetes, cessation of smoking, pain, addictions, and ADHD by digital therapeutics frontrunner companies, such as Omada Health, Click Therapeutics and Hinge Health.. The market for digital diabetes management is 11 billion USD today and is set to grow to 30 billion USD by 2028 (Research & Markets). The addressable market for digital Alzheimer's treatments is estimated at 5 billion USD today, with a potential to grow to 15-20 billion USD by 2035.

Business model and commercial scaling

The primary business model of Brain+ is to bring prescribed and reimbursed digital therapeutics products to the market. This model is comparable to the prescribed regulated pharmaceutical market today. In a reimbursed model, the state, a health insurer or similar type of payer pays per treatment each time a Brain+ digital therapeutics treatment is prescribed or purchased. However, the Company has the advantage of gaining initial commercial traction, revenues, and data collection via direct B2B sales in a Software-as-a-Service model. This model is used by Brain+ in the home market, Denmark, selling to the Danish municipalities. Outside the home market of Denmark, the way to growth is via strategic partnerships with pharma companies, large health systems and medical sales partners. In 2021 the Company partnered with a leading Alzheimer's big-pharma company, Roche, via their German daughter company RoX Health to bring the Company's first dementia product to the German market. In 2022 Brain+ partnered with the German Medtech distributor Coopmed for distribution.

Commercial roadmap

The commercial outlook is promising as the Company reached two key commercial milestones in 2022; the first being is the finalization and launch of its first dementia product, the CST-Therapist Companion, in Denmark in November. This product has received a strong reception from municipal customers, and the second milestone was the first sale to the municipality of Herning in December. More generally Brain+ used 2022 to finalize the first dementia product, and expand the Company's commercial presence, partnerships, and brand awareness in the Danish and German markets. Market introduction in Germany is planned for Q2 of 2023. The next target markets are the UK in 2024 and later the US.

Large strategic deals

With the net proceeds from the Offering, the Company expects to bring the business to cash flow break even. During 2023-2025 the Company expects a number of both commercial and clinical value inflection points, including: Proof of business, new market launches, regulatory and payer grade pivotal trial results for the CST dementia products, clinical pilot study results and validation of the CCT technology for Mild Cognitive Impairment and medical-device-software classification of one to two products. Both the commercial traction and clinical trial results can qualify the Company for large licensing deals with strategic partners in the magnitude of up to DKK 500 million. Ultimately, Brain+ aims to reach the magnitude of strategic licensing deals, already realized by role model companies in the Digital Therapeutic industry, with Click Therapeutics leading the way, boasting its first USD ~500 million deal value in their strategic partnership with Boehringer Ingelheim in 2020, and a second deal of a similar size in 2022.

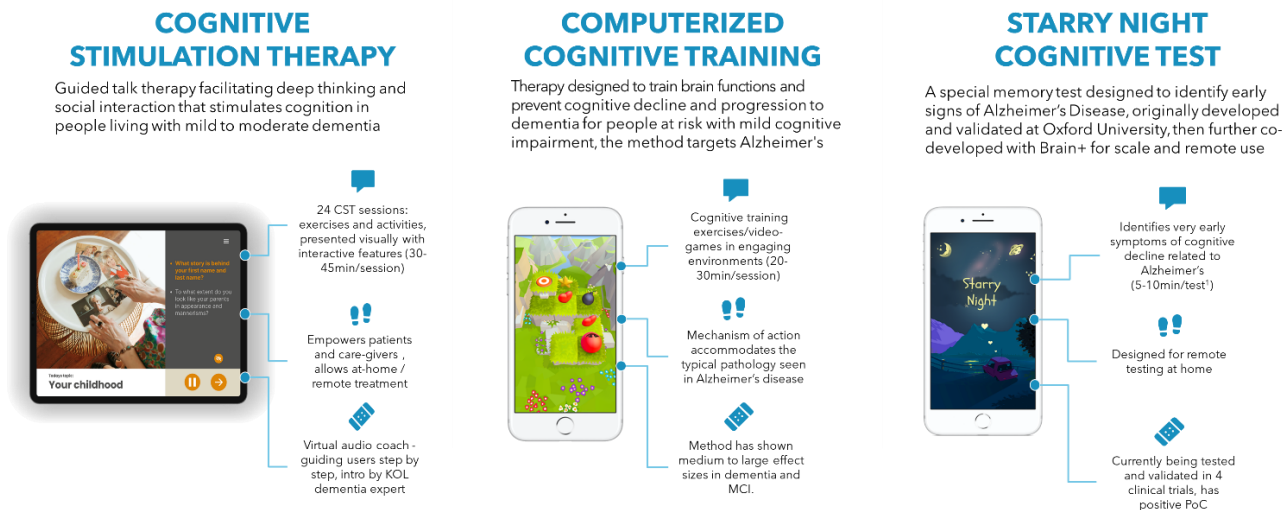
Business overview

Brain+ is a pioneer in developing medical software to treat the cognitive symptoms of dementia, and the most common cause of dementia, namely Alzheimer's disease. Together with world-leading experts and institutions, the Company digitize the best-in-class, non-drug dementia therapies, and make them broadly available on standard digital devices – for use both in people's homes and at healthcare clinics. This approach is referred to as Digital Therapeutics or Digital Medicine.

Driven by high quality software programs, Digital Therapeutics – stand alone, or in combination with traditional medicines – help to prevent, manage, and treat medical disorders or diseases. Brain+ technologies and products are being built on a deep understanding of the challenges and needs associated with Alzheimer's and dementia. They are being rigorously tested, scientifically and clinically validated, and regulated as software-as-medical-devices (software-as-treatments). Like traditional medicines, the Company's products will be prescribed by health care professionals and paid for by health insurance or state health care.

Technologies and products

Brain+ develops products based on three core technologies. The three core technologies are Cognitive Stimulation Therapy (CST), Computerized Cognitive Training (CCT) and the Starry Night Cognitive Test.



During Q4 2022, Brain+ launched its first commercial iteration of its digital CST product, the CST – Therapist Companion, on the Danish market, and in December the Company also had its first sale. The CST – Therapist Companion is a digital health tool to support therapist in delivering more efficient and effective CST treatment to patients, a particular use case which does not require regulatory certification. Later products are expected to be classified as “medical-device-software” under the European MDR regime, and “software-as-medical-device-” under the US FDA regulations.

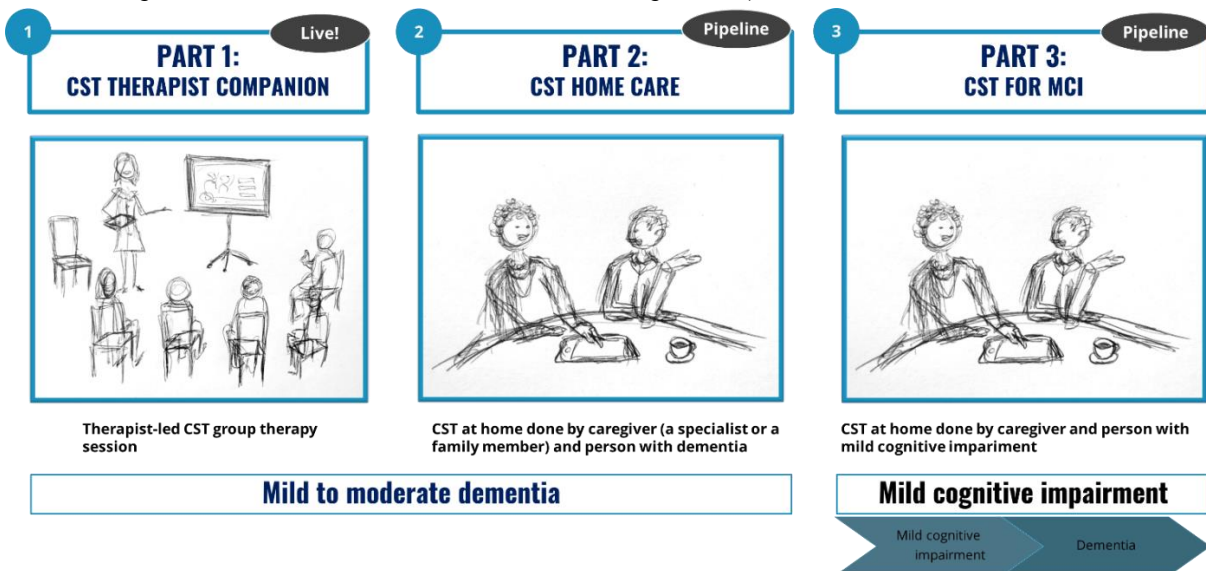
3 product programs – and how the technologies are part of Products

The Company develops three different product programs based on the CST technology.

- Program 1: The first is the recently launched CST – Therapist Companion, aiming to help therapists delivering CST group sessions in clinics. This product family includes an add-on product, CST-Home Companion, that allows people in CST group sessions to practice at home in-between sessions. A second version of the CST-Therapist Companion product is already in development (expected Class 1 MDR, subject to regulatory approval). This product only relies on the CST-technology.
- Program 2: The second, is the CST Home Care product (expected Class 1/2a MDR). This product allows people who have been through a CST group session to do CST in the comfort of their own homes and to maintain benefits from CST group sessions. This product only relies on the CST-technology.

- Program 3: The third, is CST-for-MCI aiming to delay the cognitive decline in people with MCI (expected Class 2a MDR). The CST-for MCI product will combine the three core technologies.
- There is a fourth potential product which is a digital biomarker for Alzheimer’s based on the Starry Night Cognitive test technology, however this product as a stand-alone is not expected in the near-term time frame 2023-2025.

In terms of commercial roll-out and value creation, the strategy in the near term focuses on first three product families (See figure below) based on CST. These three product families correspond to the three-part strategy described in the Motive for the Rights Issue section. Below, each of the technologies and products will be described in more detail.



Cognitive Stimulation Therapy (CST)

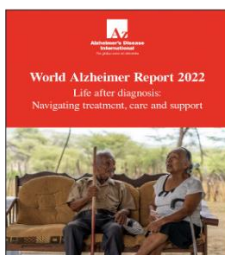
The original CST is a guided talk therapy where people with mild to moderate Alzheimer’s engage in psychosocial interaction to stimulate cognition, deep thinking and to create new associations via existing memories and stimulation of memory network. CST has reliably shown to improve cognition and quality of life using language and social interaction mechanisms. The therapy also works to increase the quality of the patient’s interaction with their caregivers, as it facilitates a structured way to engage socially. This cognitive therapy is currently widely used in clinical settings, and traditionally requires in-person therapy sessions with trained therapists.

CST is currently the non-pharmacological dementia therapy with the strongest evidence in the world today, and has been highlighted by the World Health Organization and recommended for global implementation in the World Alzheimer’s Report 2022. CST is currently being adopted in over 30 countries.

CST received strong support in 2022 in the World Alzheimer’s Report & the World Health Organization:

World Alzheimer Report 2022

“Nonpharmacological interventions, such as Cognitive Stimulation Therapy (CST) and Cognitive Rehabilitation, should be further researched and implemented as possible cost-effective and impactful interventions globally”



World Health Organization 2022

“... evidence suggests that rehabilitative interventions such as cognitive stimulation therapy, cognitive rehabilitation, physical exercise and gain/balance training can improve cognition, function, stability and/or the quality of life of people med dementia”



2 COCHRANE REVIEWS, 100+ RCTS

“...Cognitive Stimulation Therapy is the non-pharmacological dementia treatment with the strongest evidence today... ..the cognitive benefit of CST equates roughly to a six-month delay in the cognitive decline usually expected in mild-to-moderate dementia...”



Brain+ first technology - digital CST, is to the Management's best knowledge the first ever commercial digital version of the already proven and widely used therapy for treating dementia at home or in a clinic. Brain+ is researching and developing a portfolio of products based on this technology for therapy intervention in groups (in clinic or online), complemented by home use to treat cognitive symptoms of Alzheimer's and improve quality of life for people living with the mild to moderate dementia or living with Mild Cognitive Impairment (MCI).

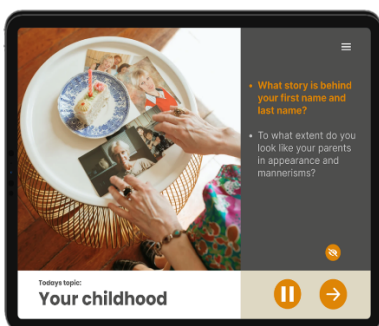
CST - Therapist Companion

The Company's first product, the CST - Therapist Companion is a digital tool, designed to support clinicians in preparing for, and delivering more efficient and effective CST sessions. It allows therapists to provide personalized therapy, while also tracking progress and enabling the therapist to adjust treatment as needed. This digitalized version of CST enables dementia therapists to consistently deliver high-quality CST and at the same time save up to 8 hours of preparation for every 10 hours of therapy delivered. The digital CST version also enables newly trained therapists to get started fast.

Therapist Companion was initially launched in Denmark as a digital health tool to support therapists, that does not require regulatory certification. This enables Brain+ to bring the product to market quickly, generate revenue, gather valuable data, and build close relationships with dementia healthcare providers. The Company plans for another product launch of the Therapist Companion in Germany during Q2 2023. The target is to expand the United Kingdom in 2024, with the U.S as a subsequent target in later years.

In Q1 2023 Brain+ finalized and launched an add-on to the Therapist Companion called 'Home Companion'. The Home Companion product is designed as a digital health application for repeated exposure to the CST sessions in an at-home setting, during and immediately after participation in a therapist-facilitated CST program. Like the Therapist Companion, the product is launched without medical certifications or claims because it works as an integrated supportive part of a basic CST program done at the clinic.

COGNITIVE STIMULATION THERAPY - THERAPIST COMPANION



INTENDED USE

Enables therapist to deliver Cognitive Stimulation Therapy for mild to moderate dementia efficiently to save time and effectively

EVIDENCE

Cognitive Stimulation Therapy is the non-pharmacological dementia treatment with the strongest evidence base in the world. It is recommended for global implementation in the World Alzheimer's report 2022 and highlighted by the World Health Organization. It is already the recommended standard of care in the UK by NICE. The Brain+ digital therapeutic product that delivers CST has positive pilot data, and clinical trials are underway to get health care payer data for reimbursement.

MARKETS

Denmark - launched in Q4 22
Germany - launch in Q2 23
United Kingdom - launch in 2024

Brain+ is now developing version 2 of CST-Therapist Companion.

- This will be a more advanced product version with many new functions and features.
- The launch of the version 2 of CST-TC accomplishes multiple things. It enables UK market launch, as a more sophisticated version for more sophisticated users in the UK (because UK is the origin country of CST and is used extensively) thus opening this new market for sales. This product will offer a higher degree of tailoring and personalization, data tracking and monitoring for the therapist of the patient.
- It enables upselling of a more expensive and sophisticated (and value-adding for customer) version to existing clients of the first version of CST-Therapist Companion.
- It can enable reimbursement by DIPA (German reimbursement channel) which is up to USD 600/patient per year, or another reimbursement channel, thus making sales much more attractive and easier than a regular SaaS sale.

- It is MDR Class 1 compliant, which is a requirement for some of the larger potential target customers, particularly in Germany (less so in Denmark).
- A clinical study is planned for 2023 to document the benefits specifically with the intention to meet reimbursement required end-points validating clinical benefits and to fulfill regulatory. The reimbursement research and clinical planning is ongoing and can therefore be subject to updates. This study could include, or even have the CST Home Companion as its main focus.
- Launch is planned in 2024.

CST - Home Care

The 'CST - Home Care' is intended to allow people who have finished the 7-week basic CST group program* CST to continue the CST therapy after the 7-weeks in their own homes. In this case the person with dementia will do the CST with a relative, spouse, volunteer or other type of caregiver in the home. The CST-Home Care product is designed to support patients with the continued maintenance of the benefits from basic CST program in the comfort of their own homes.

** The 7-week basic CST group program is the standard of care being offered by the municipalities in Denmark, or clinics in Germany and the UK. The CST-Therapist Companion is aiding the delivery of this basic CST program.*

The Company plans to conduct an additional clinical study in 2024 to document the benefits of CST - Home Care, with the intention to meet DiPA, DiGA or other reimbursement required endpoints validating clinical benefits in relation to slowed cognitive decline and quality of life for care givers and users. The clinical development plan is under development and may change. DiGA reimbursement for comparable products is approximately EUR 400 per treatment (Technomed Berlin Conference). The reimbursement research and clinical planning is ongoing and can therefore be subject to updates. CST-Home Care is currently expected to complete product development in 2024 and subject to finalize product development and regulatory approvals, the time to market is expected to be in 2025.

CST for MCI

Brain+ is developing and researching the CST for MCI (Mild Cognitive Impairment) product, which combines CST with the Company's product within Computerized Cognitive Training (CCT) technology for MCI (See Technology: CCT). CST for MCI is intended as a therapeutic intervention based on CST but using specific CCT modules for core cognitive functions affected in MCI to treat cognitive symptoms in areas of visual spatial attention, memory, attentional control, and episodic memory. Brain+ has a range of initiatives to progress clinical maturation of the product, including pilot study with the MCI product during 2023.

Computerized Cognitive Training (CCT)

The CCT product targets persons with Mild Cognitive Impairment (MCI) and includes computerized cognitive training and offers a fun and engaging way for patients to improve their cognitive function. The personalized and adaptive nature of the games ensures that patients receive therapy that is tailored to their specific needs, helping to support continued cognitive improvement. This technology was based on original work done by Brain+ aiming to alleviate cognitive issues in people with traumatic brain injury, which is the 1st Generation of this technology. The learnings from the 1st Generation CCT games have formed the basis of the 2nd Generation CCT that now targets very specific cognitive domains relevant for the disease area and the utilization of behavioural interventions that have proven effective.

Brain+ has a range of initiatives to progress clinical maturation of the CCT product. In 2021, Brain+ presented two studies on how computerized cognitive training 1st Generation showed positive effects in brain injury patients and feasibility in parkinson's disease. These disease groups correlate with dementia in terms of overlapping cognitive symptoms, and they are also high-risk groups for later development of dementia. In January 2023, the results of an 8-week placebo-controlled intervention study in people with Subjective Cognitive Impairments (SCI) demonstrated improved cognitive load after use of Brain+' 1st Generation CCT games. Some far-transfer effects were also seen on the participants' performance in a shopping task, meaning that improvements from the training transferred to daily life tasks. For Brain+, this gives feasibility

validation of doing remote at-home training and for using cognitive training to make a positive impact on daily activities. These results show the relevance of using Brain+ CCT games in its products in people with cognitive impairments.

A study conducted by Nottingham University as part of the Brain+ led European Horizon2020 project called Alzheimer's Detect & Prevent has provided promising feasibility indications that Computerized Cognitive Training (CCT) can positively impact the cognitive load in people with Subjective Cognitive Impairments (SCI). In addition to the effect on cognitive load, the CCT training also resulted in improvements in the study participants' performance in a shopping task that mimics real-life shopping. People with SCI have an increased risk of developing dementia and are therefore a highly relevant segment for Brain+.

To further mature the 2nd Generation of the Company's CCT technology, Brain+ has since 2021 led a Eurostars grant project called ACTTDCS to develop a new mechanism of action for cognitive training targeting people-at-risk of dementia, especially MCI. This project enables collaborations with leading KOL's such as the University of Gothenburg, the University of Oxford, the University of Nottingham, and game development and software engineering company Nurogames.

In connection with the project, the Company currently progressing a pilot open label-controlled study with Aarhus University to assess cognitive abilities and patient-reported outcomes with MCI patients. The full ACTTDCS project ends in Q4 2023, and clinical results are to expect to be published shortly after.

Brain+ is concurrently planning another small pilot study in 2023 to further mature validation of computerized cognitive training, to add medical claims and obtain reimbursement on the product. It is expected that Brain+ future product 'CST for MCI' will merit classification as a medical-device software Class 2a, which will require additional proof of concept and pivotal studies including applicability in MCI, CST integration, and combination effects. The clinical development plan is under development and may change.

It is estimated that 3-4 times as many people live with MCI compared to dementia, so subject to commercialization, this product is expected to have the potential to be highly impactful. Brain+ aims to partner with a strategic industry partner to co-develop and launch CST for MCI and will continue to mature the product.

Starry Night Cognitive Test

The Starry Night Cognitive Test is a novel tool for detecting Alzheimer's disease and other forms of brain dysfunction. It is easy to administer, gamified and can be done remotely, which makes it suitable for use in a wide range of settings. The test measures the specific component of memory related to the binding of identity and location of objects, which is a critical cognitive ability for episodic memory and perception. The Starry Night Cognitive Test technology is currently envisioned to form part of the future CST for MCI product, where it will be used for monitoring and testing changes in cognitive functions.

The Starry Night Cognitive Test is currently in the development and research phase. The technology has shown positive results in already finished clinical trials, but additional clinical validation is required before clinical claims can be made and reimbursement can be obtained. The digital Starry Night Cognitive Test is an adapted version of the test originally developed by Oxford University and co-developed with the Brain+ as part of an EU-Horizon2020 funded innovation project led by Brain+. The purpose of the adaptation was to enable large scale and remote testing, and to increase sensitivity in measurement.

The Company is currently with Oxford University, Aarhus University, and Nottingham University on the development and research of the Starry Night Cognitive Test. Over the past year, Brain+ has made significant clinical progress with Starry Night technology. Two clinical trials and one Public and Patient Engagement (PPI) has successfully been completed and additional one study is currently in the final stages.

The first study, conducted by Oxford University, aimed to replicate the original lab test results in healthy elderly individuals. The results were positive and were announced in February 2022. An additional study was planned with individuals with Mild Cognitive Impairment (MCI) at Oxford but was ultimately deemed not feasible due to Covid-related restrictions. Despite this, valuable demographic data was still collected.

At the University of Nottingham, Brain+ carried out two additional studies. The first was a clinical study involving 86 people with Subjective Cognitive Impairments also mentioned above for Computerized Cognitive Training, here Starry Night test was successfully used for measuring memory. The second was a qualitative Public and Patient Engagement (PPI) conducted to inform the opinions of those living with dementia on Computerized Cognitive Training and cognitive screening tools for early detection. Finally, one more study ran by Aarhus University with people at genetic risk of developing Alzheimer’s disease is in the final phases, with results expected H1 2023.

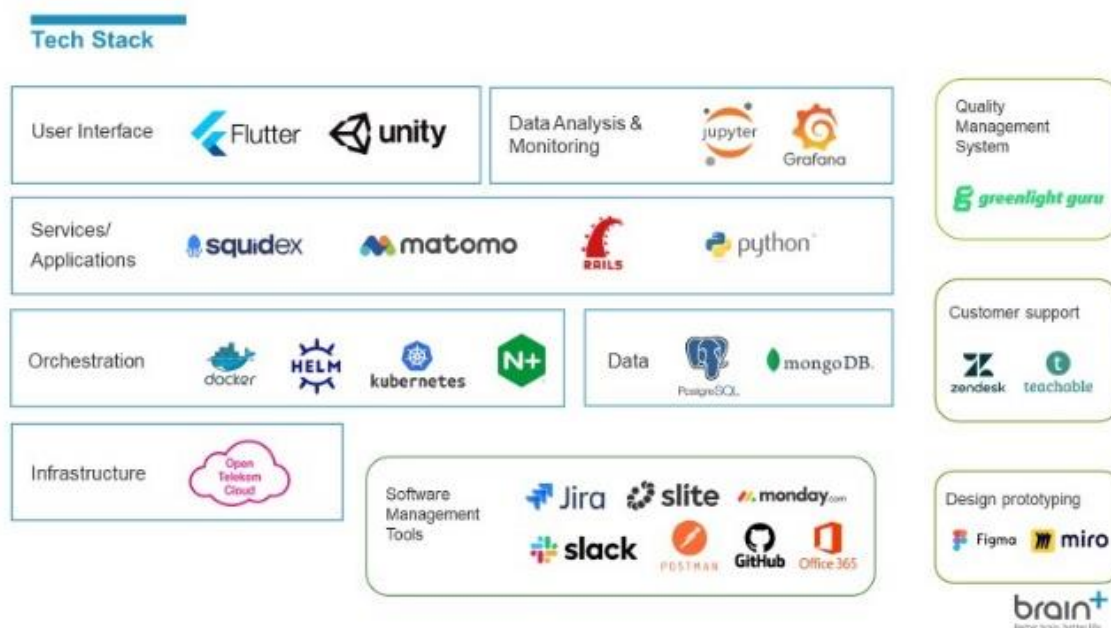
Next step in the clinical development for Starry Night Cognitive Test is to conduct a large-scale trial to gather normative data on the technology. This will provide a population performance baseline against which to compare individuals at risk of developing Alzheimer’s disease and to track how outcomes develop over time for more effective future disease detection and treatment. Brain+ plans to leverage the Starry Night test to support cognitive screening for MCI, and in the detection and monitoring of symptoms and improvements from the Company’s therapies. Subject to the completion of existing clinical trials, Brain+ expects to conduct an additional proof of concept study in people with MCI to support monitoring validation via test-retest reliability, and a larger-scale population study for monitoring validation and stage discrimination.

Technology Platform, Data & Security

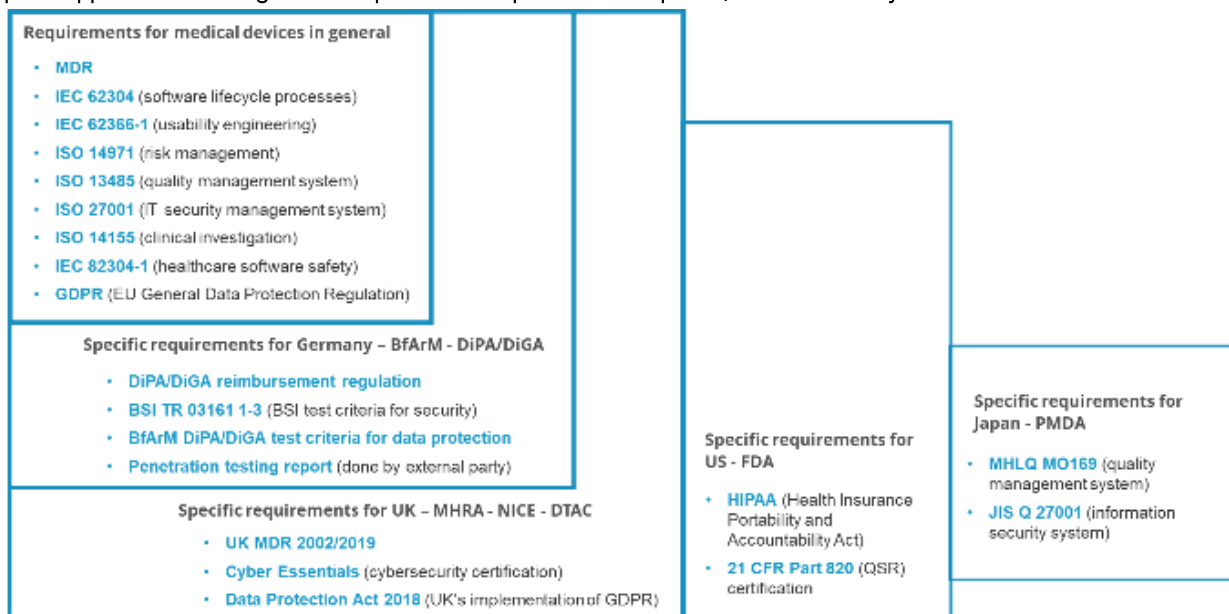
The Company’s tech platform plays a crucial role in driving business growth at Brain+. In the past year Brain+ finalized development for CST-Therapist Companion, but more importantly, Brain+ has ensured that this was done based on a modular infrastructure that will accelerate and cost-effectively facilitate the development of future products.

Brain+ are continuously developing and maintaining their technology platform to meet the highest standards for use in software-as-medical-devices. Later versions of the digital CST product are expected to be sold as reimbursable prescription products, which means the Company must prioritize compliance with medical device regulations, regional data privacy and cybersecurity requirements and health system interfacing requirements.

The following figures show the Brain+ Tech Stack and the national and regulatory requirements that the Brain+ platform is designed for and being further developed.



Stepwise approach to meeting market requirements on product development, data and security



Clinical pathway

Brain+ has a pronounced strategy of partnering with; pharmaceutical leaders in the Alzheimer’s disease market, such as Biogen and RoX Health, a subsidiary of Roche Germany; academic & clinical partners such as universities of Oxford, Nottingham, Aarhus, and Gothenburg; patient organizations and NGOs, such as Alzheimer Europe, Alzheimer’s Disease International, and the European Brain Council. Together with partners, Brain+ have today completed in total six feasibility and proof-of-concept (“POC”) trials with positive results on its three core technologies.

Performed trials

TECHNOLOGIES	THERAPEUTIC AREA	FEASIBILITY / PILOT	PROOF OF CONCEPT	RESULTS / GOAL	PARTNERS ACADEMIC, CLINICAL, PATIENT, COMMERCIAL
STARRY NIGHT	Healthy elderly	n = 120	2022	Positive early proof of concept	UNIVERSITY OF OXFORD, Alzheimer Europe, Horizon 2020 European Union Funding For Research & Innovation
	Subjective cognitive impairment	n = 86	2022	Positive feasibility & real world task transfer	University of Nottingham, Alzheimer Europe, Horizon 2020 European Union Funding For Research & Innovation
CCT 1ST GEN	Acquired Brain Injury	n = 80	2021	Positive efficacy and early PoC	UNIVERSITY OF COPENHAGEN, Center for Hjerkeskade, Innovation Fund Denmark
	Parkinson's disease	n = 30	2021	Positive feasibility	UNIVERSITY OF COPENHAGEN, Bispebjerg Hospital, Innovation Fund Denmark
CST	Mild to moderate dementia	n = 8 / 10+	2020	Positive feasibility	VIA University College, MITIC, Syddjurs
	Healthy adults	n = 5	2022	Positive feasibility	RISE, EUREKA

CCT = COGNITIVE STIMULATION THERAPY
CCT = COMPUTERIZED COGNITIVE TRAINING
SN = STARRY NIGHT MEMORY TEST

Partnerships with academic partners specifically allows Brain+ to impact the direction of future research and ensure path towards real-world application. For both the Company and partners, it also provides access to funding via current and future collaboration opportunities. The resulting cooperation ensures compliance with strong standards and integrity in research.

Ongoing trials

The Company currently has two ongoing trials for the Company’s CCT and Stary Night Cognitive Test products that will give readouts in 2023 and 2024. The two trials are described in more detail in both products’ respective description above.









- Stary Night Cognitive Test proof of concept trial to replicate sensitivity in preclinical Alzheimer's disease (with University of Aarhus)
- Computerized Cognitive Training, 2nd generation for Alzheimer's disease, pilot trial to validate effect (with Aarhus University)

Planned trials

The has three trials planned for the CST product line.

- CST-Therapist Companion version 2 claims trial 2023 to document the benefits, specifically with the intention to meet reimbursement required endpoints validating clinical benefits, in relation to care benefits. The trial will also give data for regulatory compliance as an MDR compliant medical device.
- CST-Home Care claims trial 2024 to document the benefits, specifically with the intention to meet reimbursement required endpoints validating clinical benefits in relation to slowed cognitive decline and quality of life for care givers and users. The trial will also give data for regulatory compliance as an MDR compliant medical device.
- CST-for-MCI trial, a Proof-of-Concept Study (Phase 2) is planned to examine efficacy and safety.

Ongoing and Planned trials:

TECHNOLOGIES	THERAPEUTIC AREA	FEASIBILITY / PILOT	PROOF OF CONCEPT	RESULTS / GOAL	PARTNERS ACADEMIC, CLINICAL, PATIENT, COMMERCIAL
 STARRY NIGHT CCT	Healthy elderly. Preclinical Alzheimer's Disease	n = 80	Est. H2 2023	Validate Stary Night test	  
	Mild cognitive impairment / At risk of Alzheimer's Disease	n = TBD	Est. H1 2024	Validate 2 nd Gen CCT technology	  
PRODUCTS	PLANNED TRIALS				
 CST TC ^{v2} CST HC CST MCI	Mild to moderate dementia	n = <50	TBD Est. 2023	Get data for regulatory and payers	
	Mild to moderate dementia	n = <300	TBD Est. 2024	Get data for regulatory and payers	
	Mild to moderate dementia	n = TBD	TBD Est. 2024	Proof of concept level efficacy & safety data	

CCT = COGNITIVE STIMULATION THERAPY
CST = COMPUTERIZED COGNITIVE TRAINING
SN = STARRY NIGHT MEMORY TEST

TC^{v2} = THERAPIST COMPANION - VERSION 2
HC = HOME CARE
MCI = MILD COGNITIVE IMPAIRMENT

Commercial Roadmap

Summary

Brain+ commercial status and outlook are promising as the Company reached two key commercial milestones in 2022; the first being the finalization and launch of CST-Therapist Companion product in Denmark in November, where it has received a strong reception from municipal customers, and the second being the Company's first sale to the municipality of Herning in December. More generally, 2022 was used to finalize the first dementia product, and expand commercial presence, partnerships, and brand awareness in the Danish and German markets. Market introduction in Germany is planned for Q2 of 2023.

Denmark

During the past year Brain+ finalized product development and later launched the product CST-Therapist Companion in Q4 2022. Within 2 months of the launch, in December, Brain+ closed its first sale with a municipal contract with the Municipality of Herning. The sale was secured at an introductory price of DKK 50,000 for a 1-year license. This contract was for the "basic package" of the CST-Therapist Companion. This first sale in Denmark provides strong validation of the market fit for CST Therapist Companion, as the Municipality of Herning is a lighthouse in terms of CST adoption and the 13th largest municipality in Denmark with approximately 90,000 citizens. The Company is currently engaged in a number of ongoing customer dialogues to secure additional sales for 2023. The initial sales outreach focuses on the 30+ municipalities that are already offering regular CST to their citizens and who can immediately benefit from the digital CST-

Therapist Companion. Denmark, with its high digital adoption and utilization of CST, is an attractive home market for Brain+ digital dementia therapeutics, estimated to be worth DKK 200 million.

Germany

During 2022, Brain+ also focused on paving the way for a successful launch of CST Therapist Companion in Germany. In September 2022, the Company successfully completed the regulatory and commercial preparation of the CST-Therapist Companion for the German market with RoX Health, part of Roche, and advanced the launch plan by six months and partnered with external sales specialist Coopmed to build market traction ahead of the CST market introduction in Q2 2023. In March 2022, the Company were invited into the Danish-German Care Alliance (Dänisch Deutsche Pflegeallianz), which aims to put Danish medical technologies directly into the hands of relevant large German customers. As a member the Company have engaged in meetings and workshops with large German care home chains, with the aim of establishing local pilots and lead customers. A collaboration was also established with Germany's foremost CST expert and key opinion leader, Katija Werheid, with whom local market testing and piloting be conducted, including the final cultural adaptation to the German market. Germany, being the largest health care market in Europe, is an attractive neighboring market for Brain+ digital dementia therapeutics, with an estimated market size of DKK 3 billion.

United Kingdom

As part of the Company's ongoing expansion efforts, United Kingdom will become a key subsequent market for the roll-out of the CST product portfolio. Commercial success in both countries require close dialogues with regulatory bodies and payors to ensure that the products meet all necessary requirements and are eligible for reimbursement.

The high prevalence of dementia in the UK, the large market size for digital dementia therapeutics, the strength of the local patient advocacy groups, combined with the fact that CST is the recommended standard of care in the UK, makes this market an attractive target market for Brain+.

In the UK, Brain+ has already established strong multi-year existing R&D partnerships with the University of Oxford, University of Nottingham and University College London.

Balancing resources

As a small Digital Therapeutics company with scarce resources, Brain+ is pursuing a carefully sequenced approach that prioritizes resources towards profitability and building market leading position. Over the coming year, the Company's resources will be balanced between: 1) building commercial traction in the target markets to ensure leverage of first mover advantage within digital CST, and 2) maturing the product pipeline, which will benefit both revenues in the near term and support building a strong competitive position.

In Denmark, Brain+ expect that the current level of staff cost will continue to be sufficient to cover the commercial management and enable additional initial sales of CST-Therapist Companion. In Germany, Brain+ will continue to build brand awareness, market access and lay the foundation for commercial traction and market introduction. As the Company prioritizes high-impact reference customers and can cross-leverage existing commercial resources, the market introduction cost will be partly supported by current commercial expenditure combined with the expectation of additional resources towards on-the-ground implementation and customer support.

Looking beyond 2023, Brain+ intends to enter the UK in 2024 and later the US. Both the UK and US are high-priority markets, but Brain+ is also eyeing additional European and global markets, potentially via strategic partnerships. The Company is opportunistically eyeing additional European markets, and with existing resources, Brain+ is probabilistically prioritizing markets with high adoption potential and low costs to serve relative to end-market pricing regimes. Brain+ is also exploring potential strategic partnerships to accelerate new market launches, subject to these agreements unlocking commercial market access and conducive funding.

Business model

In Brain+ first market, Denmark, the Company has initiated sales and is offering its CST-Therapist Companion product through a subscription-based Software-as-a-Service (SaaS) pricing model, with options for limited or full municipal licensing, or a fee per therapist.

In Germany, the initial sales model for the CST-Therapist Companion will be B2B subscription-based SaaS model and is initially paid for by individual clinics and care homes. In parallel with initial sales efforts supported by the Company's partner Coopmed, Brain+ together with Rox Health will be to establish Brain+ products as reimbursable digital therapeutics on a national healthcare level in Germany, focusing initially on the CST-Therapist Companion, and the following product, CST-Home Care. The aim is for these products to be covered by healthcare funds across all of Germany. Reimbursement of the products can be achieved by taking products through the new reimbursement pathway for digital care applications, DIPA ("Digitale Pflegeanwendungen"). Getting reimbursed via DIPA sets strict product quality requirements, and the Brain+ CST products are being developed in accordance with these strict requirements. Reimbursement will enable faster adoption of the CST products and allow more widespread market penetration. DIPA supports reimbursement of up to €600 per patient per year (BFARM, The Federal Institute for Drugs and Medical Devices of Germany). Other reimbursement options than DIPA are also available and being analyzed as potential alternative channels.

In the UK, Brain+ plans to leverage and build on existing partnerships with leading Key Opinion Leaders to drive adoption of the CST products among healthcare providers and caregivers. In the United States, the Company are building a foundation of partnerships and collaborations with leading stakeholders. Subject to unlocking regulatory and clinical milestones, these relationships will empower the Company with strong foundation for future growth and support adoption of CST products in the UK and United States.

The primary business model of Brain+ future, more complex products with medical claims, is to bring prescribed and reimbursed therapeutical products to the market (otherwise known as Software-as-a-Medical-Device), similar to the regulated pharmaceutical market today. In a reimbursed model, the state, a health insurer or similar type of payer pays per treatment each time a Brain+ treatment is prescribed. For its regulated reimbursed products, Brain+ will initially target one to two major European markets and then the US.

Partnerships

Brain+ collaborates with an extensive partner network. The benefits of this approach to date have included, but are not limited to, commercial acceleration, clinical maturation of technologies with academic partners and KOLs, and user insights from patient organizations. Partnerships are at the center of Brain+ strategy, as these extend the organic capabilities of the organization beyond what is achievable standalone. During the past year, Brain+ have continued to establish and pursue new partnerships.

Commercial partnerships support the German market launch of CST Therapist Companion

Brain+ has commercial partnerships with RoX Health and Coopmed, both of which have provided access to specialist competencies and resources. The partnership with RoX Health, a part of Roche, has been in place since December 2021, and resulted in enhanced product development and has enabled Brain+ to accelerate the launch of the Company's first dementia product in Germany to Q2 2023, three years ahead of initial schedule at the time of the Company's IPO in 2021. This partnership has also facilitated funding to the Company, through achievement of product milestones, with a milestone plan that extends into 2023. The next milestone under the partnership will be a product market introduction in the German market, which is planned for Q2 2023, and another is tied to the first customer sale in Germany. Separately, Brain+ is with external specialist sales partner Coopmed to build market traction and awareness in Germany to pave the way for a successful launch of the CST Therapist Companion and future product launches. Since March 2022, when the Company were invited into the Danish-German Care Alliance, this collaboration has furthermore helped set up workshops and meetings with large care-home chains to help support commercial efforts to establish local pilots and lead customers.

Partnering with Open Telecom to develop cost-effective solutions on German cloud infrastructure and ensure data privacy compliance

In development, the Company have partnered with Open Telecom since August 2022 to cost-effectively develop solutions on German cloud infrastructure and ensure compliance with German and European data privacy requirements.

Partnerships key to maturation of clinical pipeline at Brain+: grant-funded research and strong consortium of expert partners

Partnerships play a key role in the maturation of Brain+ clinical pipeline. To date about DKK 100 million has been invested into Brain+ technologies, a majority of which is via innovation grant funded research. This approach has enabled the establishment of a strong and long-term consortium of expert partners, including leading international scientists from top universities such as the University of Oxford, University of Nottingham, University of Gothenburg, University of York, The Sahlgrenska Academy, and Via University College. In these partnerships provides Brain+ access to expertise and resources, as well as non-dilutive funding and increased efficiency and cost-savings.

Intellectual property rights

To protect its intellectual property rights ("IPR"), the Company is closely with Marigold Innovation ApS (an IPR consultancy company) in reviewing its assets for patentability and realizing its IPR strategy. The Company's strategy has so far consisted of secrecy, trademarks, design rights and open innovation collaboration agreements in protecting their assets and securing their IPR.

Patents have so far been rare in the digital health industry. However, leading Digital Therapeutic companies have begun to file for patents, and Brain+ is in the process of assessing potential patentable IPRs. As the Digital Therapeutic markets evolve, patents are becoming an important factor. The Company is with its IPR advisors on patenting its core technologies and is therefore keeping key aspects of them secret to the public.

Patenting is not a requirement for large strategic partnership deals as witnessed by many Digital Therapeutic partnerships not involving patents. However, Brain+, believes that patents will become valuable, as part of its pharma "DNA". Also, patents will secure freedom to operate. Several of the Brain+ technologies have patent potential, which is in process with IPR consultancy support.

Brain+ has rights to commercialize all its technologies and IPR which have been developed in collaboration with clinical and academic partners subject to licensing arrangement and payment of royalties from commercial exploitation. Also, and to the greatest extent possible, Brain+ has secured clauses to have the first right to patent innovative technology coming out of its R&D collaborations.

ISO 13485

In December 2022, Brain+ implemented an ISO 13485 Quality Management System (QMS) for Medical Devices. The QMS includes procedures for planning, performing, measuring, and evaluating workflows. This enables the Company to develop software-as-a-medical-device products to meet regulatory and payer requirements necessary for marketing and reimbursement of medical device software.

Business strategy

The Plan 2023-2025	Tier 1: Profitable core: <i>CST-Therapist Companion</i>	Tier 2: Bringing it home: <i>CST-Home Companion</i>	Tier 3: Transforming MCI Care with <i>CST-for-MCI</i>
How the product makes a real difference?	CST- Therapists Companion helps therapists save 80% time on preparation, standardize CST sessions in high quality and improve consistency of therapeutic delivery. This gives therapists additional time to care for more patients.	CST-Home Care will provide people, who have been in basic group training by a municipality or a private clinic, their relatives and home care-givers the option of an extended 'do-it-yourself' use of digital CST at home. This product allows maintaining the cognitive benefits gained from group CST sessions.	CST-for-MCI targets people in stage of Alzheimer's disease right before dementia, namely Mild Cognitive Impairment (MCI). It aims to delay cognitive decline and progression of Alzheimer's disease into dementia stage. It uses CST and Computerized Cognitive Training for strengthening cognitive functions and facilitating learning.
The customers	DK: Municipalities Germany (DE): Care-homes and private dementia service providers/clinics UK: NHS Trusts / clinics and care centers.	DK: Municipalities DE: Care homes and private dementia service providers UK: NHS Trusts / clinics and care centers	DK: Municipalities and Memory clinics DE/UK: Prescribed by GP (house doctor)
Business model	SaaS business model where municipalities in DK, and clinics/chains in Germany pay subscription licenses for either one clinic, multiple clinics, or an entire municipality. Gradually transfer to reimbursement where and when possible (Example DIPA, Germany up to €600/patient)		All markets: Direct to consumer with insurance coverage. Large Pharma partnerships to be targeted (not part of current revenue projections)
The market	50 million people live with dementia worldwide. In our initial target markets of Denmark, Germany and the UK, the addressable numbers are 90,000, 1,500,000 and almost 900,000, respectively. Up to 50% of people with dementia are not being offered any treatment whatsoever, and CST is a relatively new treatment method with the best evidence in the world, recommended in the World Alzheimer's Report 2022.	The CST-Home Care product extends commercial reach beyond CST groups and into the home and unlocks an estimated addressable target demographic ~12x the size of our CST-Therapist Companion. This expands revenue potential for ALL existing customers of CST-Therapist Companion v1 and v2.	CST-for-MCI (Mild Cognitive Impairment) extends the commercial reach to people with MCI, a condition 3-4x as prevalent as dementia (150-200 million people, vs. 50 million in dementia). To make CST relevant in the MCI segment, the CST is adapted to the higher cognitive functioning of the user, and the other 'active ingredient' of Computerized Cognitive Training is added to enhance the stimulating and training effect.
The Plan 2023-2025	Tier 1: <i>CST-Therapist Companion</i>	Tier 2: <i>CST-Home Care</i>	Tier 3: <i>CST-for-MCI</i>
What it takes to scale	With launch of the first product in 2022, <i>CST-Therapist Companion</i> Version 1, the commercial focus is to build traction in the existing target markets ref. below. Revenue at scale is possible with the current commercial platform without further investment in product R&D and	Incremental investments beyond R&D staff cost to mature this technology, are primarily driven by a clinical claims study expected in 2024 that will unlock reimbursement and regulatory data in the larger target markets.	The Company is currently maturing the product in an EU-grant funded project. Several Alzheimer's pipeline drugs focus on MCI (including the recently FDA-approved Lecanemab drug) and Proof of Concept (Phase 2) data in MCI is expected to unlock major opportunities for

	clinical development of new product lines (CST-Home Care and CST-for-MCI)		pharmaceutical partnerships (deals of up to USD 500 million have been struck at the Phase 2 stage between pharmaceutical and digital therapeutics companies).
Commercial milestones expected	<p>2023: Denmark, proof of business for CST</p> <ul style="list-style-type: none"> • Become DK market leader in digital Alzheimer's/dementia treatment <p>2023-Q2: German introduction of CST-Therapist Companion version 1</p> <ul style="list-style-type: none"> • First commercial pilot • First sales • Proof of business <p>2024: United Kingdom launch of CST-Therapist Companion version 2</p> <ul style="list-style-type: none"> • First commercial pilot • First sales, proof of business <p>2024: Launch of CST- Therapist Companion version 2, a Class 1 MDR medical device version, in all markets</p> <p>2025: Be a market leader in dementia Digital Therapeutics in both Denmark, Germany and the UK</p>	<p>2025: Extension into 10x larger home care market.</p> <ul style="list-style-type: none"> • Launch of CST-Home Care version 1, a Class 1 MDR medical device version TC, in all markets <p>2025: Strategic pharma deal(s) with financing and/or out-licensing component</p>	<p>2025: Checking into the large mainstream pharma.</p> <ul style="list-style-type: none"> • Large strategic pharma deal (>1-10m \$) financing and/or out-licensing component <p>Option if partnerships or strong sales performance attained:</p> <ul style="list-style-type: none"> • Accelerate market expansion to US • Accelerate expansion into future target markets
Clinical development milestones expected*	<p>2023: Claims study for CST-Therapist Companion version 2 → to enable reimbursement coverage and launch</p> <p>2024: Achieve Class 1 MDR medical device compliance for 2nd version of CST - Therapist Companion → to enable launch with medical claims</p> <p>2025: Reimbursement in target markets</p> <ul style="list-style-type: none"> • Achieve reimbursement coverage for CST-Therapist Companion in Germany • Achieve reimbursement coverage for CST-Therapist Companion in United Kingdom 	<p>2024: Claims study for CST-Home Care version 1 → to enable reimbursement coverage and launch</p> <p>2025: Achieve Class 1 MDR medical device compliance for CST-Home Care → to enable launch with medical claims</p> <p>2025: Reimbursement in other target markets:</p> <ul style="list-style-type: none"> • Achieve reimbursement coverage for CST-Home Care in Germany • Achieve reimbursement coverage for CST- Home Care in United Kingdom 	<p>2023: Pilot study for CST-for MCI (grant funded)</p> <p>2024: PoC study (Phase 2) for CST-for-MCI → opening to major strategic pharma deal</p> <p>2025: Claims study for CST-for-MCI (option if partnerships or strong sales performance attained) → to enable reimbursement coverage and launch</p>

The Plan 2023-2025	Tier 1: CST-Therapist Companion	Tier 2: CST-Home Care	Tier 3: CST-for-MCI
Funding required	With the expected revenue growth in 2023-2025, an expected, continued flow of grants and investment of about DKK 15 million , Brain+ expects to have created a profitable core business in 2025, that includes a planned release of the 2 nd version of CST-Therapist Companion, to enable upselling and additional customer and access to new markets, and reimbursement at scale in Germany and United Kingdom.	Estimated investment: DKK 6 million Ideally, in order to secure maximum control, speed and share of future revenues, the related study would be funded fully by Brain+ and using a contract-research organization at an estimated cost of DKK ~10m; alternatively, it can be pursued at an expected slower pace via grant funded projects or strategic partnerships.	Estimated investment: DKK 6 million Ideally, in order to secure maximum control, speed and share of future revenues, the related studies would be funded fully by Brain+ and using a contract-research organization at an estimated cost of DKK ~2m; alternatively, it can be pursued at an expected slower pace via grant funded projects or strategic partnerships.

* The reimbursement research and clinical planning is ongoing and can therefore be subject to updates. The CST-Therapist Companion version 2 and CST-Home Companion are both possible candidates for the 2023 study.

Objectives

Below is a summary of the Company's key operational objectives between 2023 and 2025, as well as a description of the Company's financial objectives.

2023

- Proof of business – Grow sales of CST – Therapist Companion in Danish Market
- Market introduction of CST – Therapist Companion in Germany (Q2)
- First sales of CST – Therapist Companion in Germany
- Development of UK version of CST – Therapist Companion
- Development of CST – Home Care
- Run pilot study for CCT cognitive training technology in Mild Cognitive Impairment segment
- Run claims study on CST-Therapist Companion v2 to reach reimbursement in German market

2024

- Market entry in United Kingdom
- Launch 2nd version of the CST-Therapist Companion
- Run claims study on CST-Home Care product to reach reimbursement in Germany / UK
- Run CST for MCI product proof of concept study

2025

- Obtain reimbursement on CST-Therapist Companion version 2 in Germany
- Obtain reimbursement on CST – Home Care product
- Launch CST-Home Care product
- Major Alzheimer's pharma partnership licence/co-development deal

Financial

With the proceeds from the Offer, Brain+ aims to reach cash flow break-even. Furthermore, the Company's objective is to reach USD 100 million in sales by 2030. The expected sales growth is calculated based on new product approvals and entries in a number of markets. The sales growth is also dependent on reimbursement and commercial success in the Company's core markets.

Market overview

The Board of Directors confirms that information obtained from third parties in this Prospectus has been accurately reproduced and that, as far as the Board of Directors is aware and can ascertain from the information published by these third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. The statements in this Prospectus are based on the assessment of the Board of Directors and executive management if no other grounds are stated.

Digital Therapeutics

Digital Therapeutics are a class of medical interventions that use digital and online technologies to improve health outcomes. They can include a range of tools and technologies, such as mobile apps, wearable devices, and virtual reality, used for a variety of purposes, including supportive and diagnostic tools, as well as add-ons to drug therapy and stand-alone therapy.

Digital Therapeutic treatments of patients prescribed by doctors and often reimbursed by public or private health care payers. Digital Therapeutics can replace or supplement existing treatments and often deliver comparable health outcomes, it is also quite common to see Digital Therapeutics in combination with traditional drug treatments, and the future of health care is likely to have combinations of drugs and digital therapeutics to be the norm. Digital therapies are developed utilizing the same principles as classic drug development, undergoes the same clinical pathway and must follow similar regulatory and safety requirements. Digital therapies may also be reimbursed by public or private funders. The major difference for digital therapeutics compared to classical pharma, is that the R&D and clinical development cost is generally lower, time-to-market can be faster, reduced risks of severe side effects and offer a range of tailored interventions in contrast to traditional one-size-fits-all approach.

Because Digital Therapeutics are delivered as software, directly on people’s smartphone or tablets, person-delivered therapies can now be given in the home, whenever and wherever it is convenient for the patient. This means a great increase in patient access to clinically safe and effective therapies. Generally, the patients experience more comfort and get improved treatment due to continuity of care. Subject to any current privacy regulations, digital therapeutic products enable much richer and more continuous data that enables personalization (personalized digital medicine) and adaptation of treatments to the patient’s evolving needs. If the treatment is supported by clinicians, the clinicians’ ability to care for patients is thus both extended (in reach and scale) and their support can become more data driven. Additional advantages with digital medicines include lowering stigma associated with the delivery of certain traditional therapies by offering at-home convenience and privacy.

Benefits of Digital therapeutics

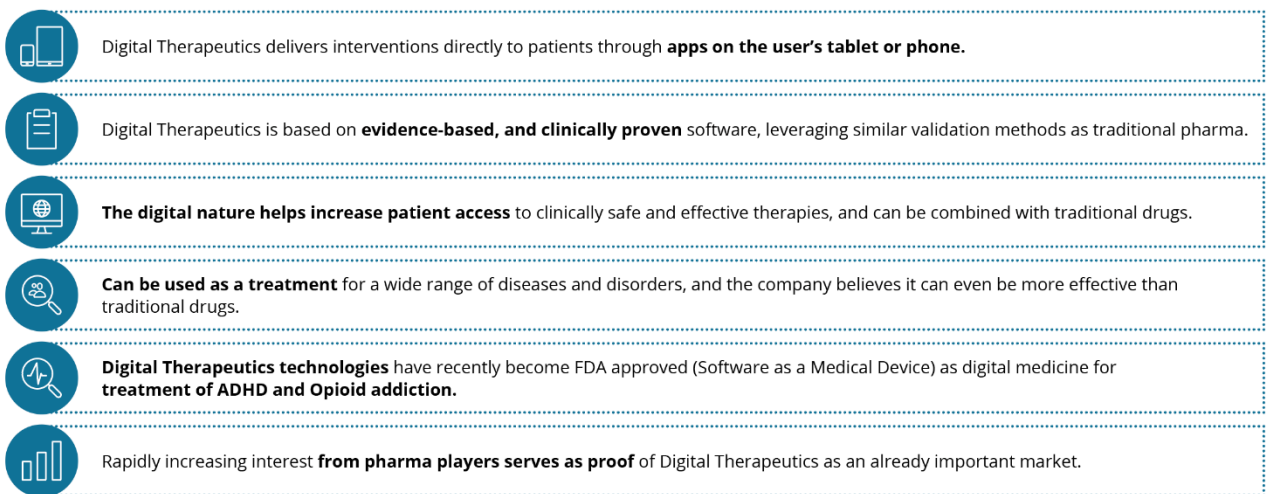


Figure: Introducing Digital Therapeutics. Source Brain+.

Differences between digital therapeutics and traditional pharma

While following similar clinical, regulatory and reimbursement pathways, there are however, some significant and noteworthy differences between traditional pharma and digital therapeutics.

Clinical development in digital therapeutics generally has lower risk profile as digital therapeutics treatments are not 'in vivo' (within the body/biology/tissue), which is a key reason why digital therapeutics has significantly reduced risk of side effects.

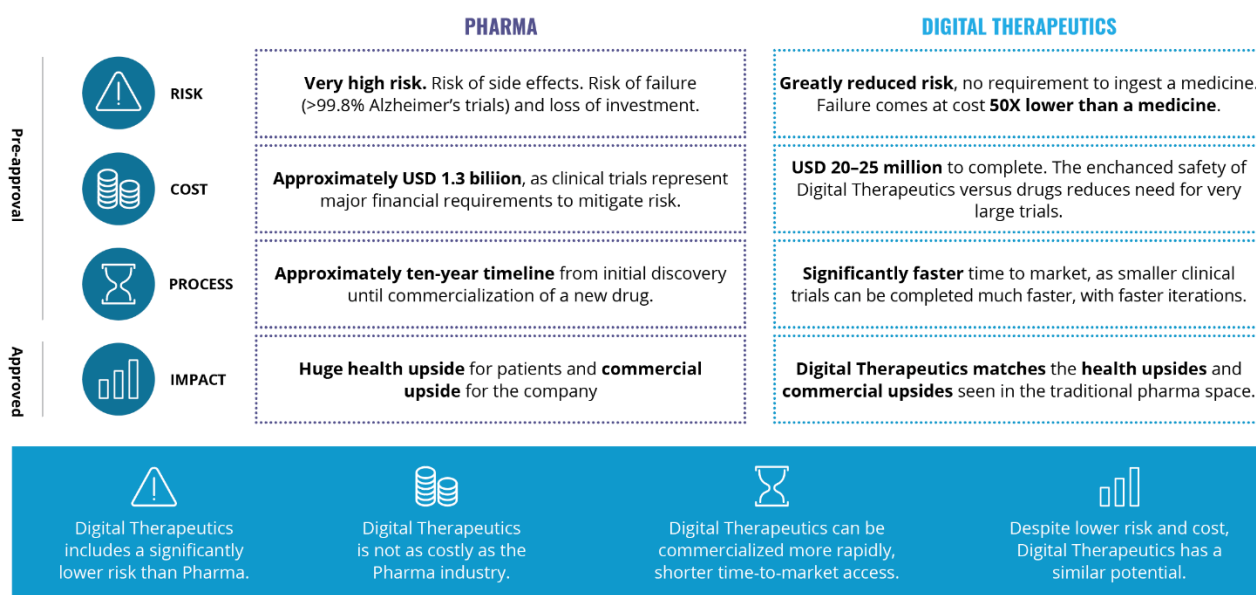


Figure: Pharma compared to Digital Therapeutics. Source: Brain+

Classic drug development companies are exposed to a high risk that the trials will fail. In the digital therapeutics industry, the risk is often lower, because the solutions deliver a digital, scalable and engaging version of already clinically validated solutions. At the same time, due to the relative novelty of digital therapeutics, the competitive space in each disease area is still less crowded than in traditional drug development, which also implies that the possibility for creating strong partnerships is higher in digital therapeutics than in traditional drug development.

Digital Therapeutics as a field of medicine has seen large traction in markets such as diabetes management, mental health, cardiovascular health, chronic pain management, weight management, and smoking cessation. The potential for cost-savings is prevalent and for payors a material incentive for adopting digital therapeutics.

Digital therapeutics partnering deals

One model that has garnered particular interest from established pharmaceutical players is a Digital Therapeutics companion model, in which a digital therapeutic is used as an add-on to traditional drug therapy, with the aim of improving patient outcomes and compliance. This approach has the potential to modulate the effectiveness of traditional therapies and offers an attractive option for pharmaceutical companies looking to expand and improve their product offerings and address unmet clinical needs. With 143 drugs in the current Alzheimer's disease drug development pipeline and 47 trials in Phase 3 (Cummings et al., 2022), the field of potential partners for Brain+ is wide.

In the past years, pharma companies have started to engage with digital therapeutics companies through different type of partner deals. Most recently, in December 2022, Boehringer Ingelheim entered into a partnership deal with Click Therapeutics regarding joint development of a mobile application for helping people with schizophrenia achieve positive clinical outcomes. The deal included an upfront payment, research and development funding, and milestone payments up to a total of USD 460 million plus royalties (Boehringer Ingelheim). The deal is an extension on the USD 500 million licensing deal between the same two parties in 2020.

Boehringer Ingelheim and Click Therapeutics expand their existing Collaboration to develop Prescription Digital Therapeutics for Schizophrenia

Ingelheim, Monday, 12/19/2022 - 13:55

Brain+ aims to commercialize its products based on licensing deals with strategic commercial partners for faster market penetration and global scaling and is already in dialogues with several players in the Alzheimer’s field.

Other examples of major Digital Therapeutics deals with pharma companies:

<p>Extends partnership with AstraZeneca</p>	<p>Acquires Propeller For \$225 million</p>	<p>Agreed with Click Therapeutics Worth \$305 million</p>	<p>Partners with AKILI On a \$125 million deal</p>	<p>Acquires VOLUNTIS For \$51 million</p>	<p>Partners with Sunittomo Dainippon Pharma On a \$161 million deal</p>	<p>Partners with Click Therapeutics On a \$500 million deal</p>
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Currently, the Digital Therapeutic solutions are successfully used for treating patients across many disease areas:

- Heart diseases
- Cancer
- Diabetes
- Obesity
- Addiction
- Anxiety

<https://binariks.com/blog/digital-therapeutics-dtx/>

Digital therapeutics is still a young health sector, but fastest-growing category in recent years. **It received a record \$2.7B in funding in 2021.** There are currently **8 digital therapeutics unicorns globally.**

<https://app.dealroom.co/lists/31826>

Dementia

Dementia is not a single disease; it’s an overall term – like heart disease – that covers a wide range of specific medical conditions, including Alzheimer’s. Disorders grouped under the general term “dementia” are caused by abnormal brain changes. These changes trigger a decline in cognitive abilities, severe enough to impair daily life and independent function. Dementia is the end-result of a deterioration of the cognitive functions of the brain, and it is characterized by the gradual and ultimately deadly deterioration of the brain, and the cognitive functions of the brain, which are the functions we use to interact with the world. They also affect behaviour, feelings and the patients’ relationships. Dementia is often incorrectly referred to as "senility" or "senile dementia", which reflects the formerly widespread, but incorrect, belief that serious mental decline is a normal part of aging.

Currently, 57 million people are diagnosed with dementia globally, and this number is expected to triple to more than 152 million people by 2050 (Lancet Public Health). In 2030, the global costs of dementia are expected to exceed USD 2 trillion (or equal to 2/3rds of the entire health care budget of the USA) (Alzheimer’s Association), 1 in 3 people die from dementia in the US today, and in the UK, it is already the leading cause of death for women (Alzheimer’s Research UK).

There is currently no cure for dementia, however there are drugs and non-drug therapies that can lessen a person’s symptoms. Medication is an important part for treatment of dementia and cognitive decline. However, drugs can only help some symptoms and is therefore only a part of a person’s care. Other important aspects of care include other non-dementia specific treatments for easing the symptoms, person-centred care and social interaction therapies. The World

Alzheimer Report 2022 published in September 2022 highlighted how “nonpharmacological interventions, such as Cognitive Stimulation Therapy (CST) and Cognitive Rehabilitation, should be further researched and implemented as possible cost-effective and impactful interventions globally².”

Brain+ has one live product and two under development in the portfolio for dementia, the CST-Therapist Companion, which is live in Denmark, and several new CST-dementia products in the pipeline.

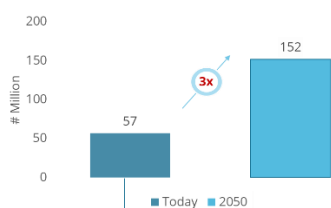
Dementia health care costs are a massive challenge for society

US
1 IN 3
seniors die with, or of, dementia

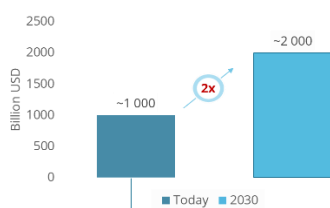
UK
1 CAUSE OF DEATH
for women

Global
\$5 BILLION
market potential for digital dementia therapeutics today

Global # population diagnosed with dementia



Global health care cost of dementia



Health care cost per person with dementia today: USD ~19k per year

Digital Therapeutics offers a solution

Strong digital therapeutics growth drivers in place:

- 1 Small base**
The addressable market for digital dementia therapeutics today is only 0.5% of dementia health care costs, equal to a value of 100 USD per person with a dementia diagnosis.
- 2 Structural growth and digital therapeutic benefits**
Growth supported by growing elderly population, IT penetration, COVID-19, and improved adoption of digital therapeutics via cost-effective, safe, scientifically validated effects and use cases.
- 3 No strong alternative meets the demand**
The absence of effective traditional pharmaceutical treatment drives structural demand for cost-efficient, scalable, and effective Digital therapies.

Mild Cognitive Impairment

Mild cognitive impairment (MCI) is a condition in which an individual experiences a slight decline in cognitive abilities that is noticeable to family and friends but does not interfere with daily living or normal activities. Examples of these changes include difficulty recalling recent events, difficulty finding the right words, and difficulty with complex tasks. MCI is considered to be a transitional stage between normal aging and more serious cognitive decline, such as dementia. Studies have shown that 8-15% of individuals with MCI will develop dementia each year, and as many as 80% will progress to dementia within six years (Rosenberg & Lyketsos, 2008). It is estimated that 150-200 million people worldwide live with MCI, more than three times as many as those living with dementia.

Brain+ has one product in the pipeline for Mild Cognitive Impairment: CST for MCI, which is currently in technologies prototype and piloting stage.

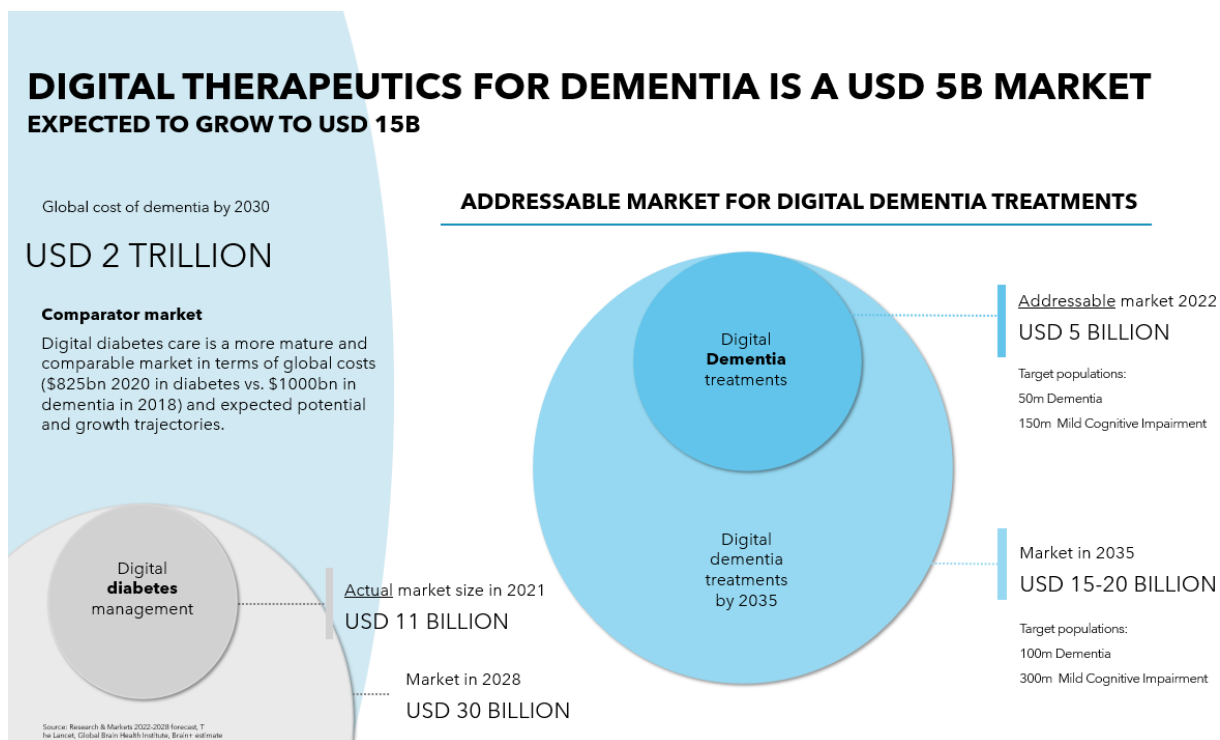
Market for Digital Therapeutics

The global market for digital dementia products is experiencing strong growth. The estimated current addressable market for digital dementia therapeutics is approximately USD 5 billion, or 0.5% of the total USD 1 trillion dementia treatment cost. However, as digital therapeutics continue to establish their relevance and value as a new medical class, particularly for diseases with strong behavioral and mental indications, the addressable market is expected to expand to USD 15-20 billion by 2035, partly driven by the tripling of number of patients with the dementia by 2050. As a comparator there is the most mature digital health market today, Digital Diabetes Management, which already in 2021 had a market size of USD 11 billion, and is projected to grow to 30 billion (Research & Markets). When comparing it to the potential in

² Gauthier S, Webster C, Servaes S, Morais JA, Rosa-Neto P. 2022. World Alzheimer Report 2022: Life after diagnosis: Navigating treatment, care and support. London, England: Alzheimer’s Disease International.

dementia, the global costs of diabetes is USD 825 billion, and the costs of dementia is already larger than this USD 1000 billion, which speaks to the large potential for digital therapeutics in dementia.

Digital dementia therapeutics adoption is expected to be driven by particularly, improving patient outcomes by addressing unmet needs, and reducing costs for payors.



Target market data

Denmark

In Denmark, the market size for digital dementia therapeutics is estimated at DKK 200 million, with an estimated 90,000 people living with dementia. The adoption of Cognitive Stimulation Therapy (CST) in Denmark is happening rapidly, with 98 municipalities offering dementia care and 30+ of these already using CST, and other municipalities are planning to adopt it. This high demand has resulted in a six-month waiting time to train new CST therapists, indicating a steadily growing market as new therapists are continuously educated.

Germany

In Germany, the market size for digital dementia therapeutics is estimated at EUR 400 million, with an estimated 1.6 million people living with dementia (Alzheimer's Disease International). Germany has 2,275 nursing homes (20% of all nursing homes) specialized in dementia care, as well as over 3,800 out-patient services (25% of all out-patient services) specialized in dementia care (Rox Health, JLL). Brain+'s CST products may qualify under the new DiPA pathway and the existing DiGA pathway for end-users and caregivers, which would unlock access to reimbursement for caregivers and the approximately 1.5 million German citizens with dementia covered by statutory health insurance. The insurance sick funds will pay up to EUR 50 per month for DiPA-approved solutions and EUR 200-600 per treatment for 'Neurology' category DiGA solutions (DiPa/DiGa directives). Overall, Germany offers significant opportunities for Brain+ due to the high prevalence of dementia, a conducive regulatory environment, and demand for innovative solutions.

In addition to these core markets to Brain+, the UK and US markets are deemed attractive for Brain+ based on similar characteristics including large relevant patient populations, pricing environment, and Digital Therapeutic conducive regulatory environments.

United Kingdom

In the UK, there are approximately 67 million people and 1 million people with dementia, and the disease is the number one cause of death for women. The market size for digital dementia therapeutics in the UK is estimated to be more than GBP 150m. CST is the recommended standard of care by NICE and is widely used across the UK. Furthermore, adoption is well-supported as researchers have found that CST is cost-effective when compared to usual care in terms of benefits in cognition and quality of life, and could generate a net benefit of nearly GBP 54.9 million per year for the NHS (LSE).

United States

The US market is in the longer-term plans for Brain+ as high priority market, while not in the 2023-2025 time frame in terms of market entry. In the US, approximately 7 million people currently have dementia, and this number is projected to rise to nearly 13 million people by 2050, and 1 in 3 seniors in the US die with or of dementia. The US market potential for digital dementia therapeutics is estimated to be more than USD 2 billion, as high US price levels for digital therapeutics have been observed.

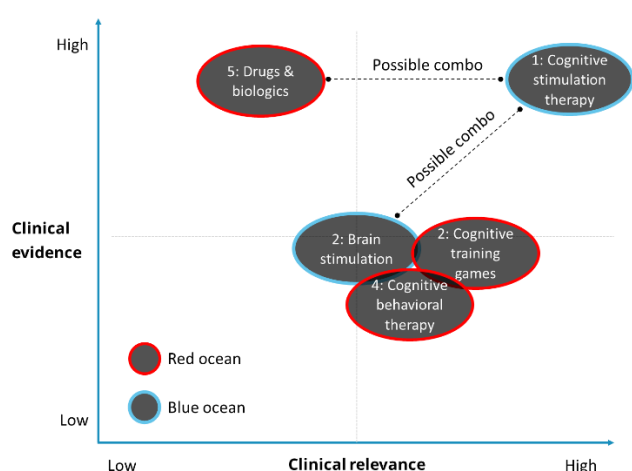
Competitive landscape

While the underlying pathology of Alzheimer's disease and dementia is incurable, there are drugs and non-drug therapies that can lessen a person's symptoms and prolong the person's ability to care for themselves. Brain+ contribution to the dementia market is treatments for *cognitive decline*, which is a main symptom of Alzheimer's. The Brain+ treatment is thus not to be confused with a treatment for the underlying pathology, the Alzheimer's disease, which is as mentioned, incurable. Treating cognitive deficits, if effective, will however result in a higher independence and quality of life. The loss of cognitive ability is what causes persons to lose their ability to take care of themselves, which makes dementia one of the costliest conditions that exists.

Summary of competitive position

The competitive space for *treatment of cognitive decline in Alzheimer's and dementia* is open or still 'Blue Ocean'. Based on current levels of evidence and market adoption, *Cognitive Stimulation Therapy* (which is the core focus of Brain+) is a treatment approach, which both has high clinical relevance and high costs effectiveness. Methods treating cognitive decline (such as Cognitive Stimulation Therapy) are complementary to drug treatments aimed at the pathology itself (See section below, and while being in competition are also highly complementary and the source of possible strategic pharma future partnerships. Other classic treatment paradigms in cognition are *cognitive training* games and *cognitive behavioral therapy*. *Cognitive training* is the other therapeutic method, where Brain+ also has technology uniquely focused on Alzheimer's disease, and while there are many health- and brain training type apps, there are only few with a digital therapeutics approach, and primarily in Mild Cognitive Impairment. *Cognitive behavioral therapy* mainly focuses on the psychological and mental health symptoms of dementia and is thus not in competition with the treatment of cognitive decline. There are some promising methods in using light based stimulation to remove amyloid plaques in the brain, this type of method would be complementary to Cognitive Stimulation Therapy of Brain+ for synergy effects. In short, Brain+ has a unique pioneering position within the space for digital therapeutics for Alzheimer's and dementia, with its focus on Cognitive Stimulation Therapy (first mover) and Computerized Cognitive Training, in a space where there is little competition for treatment of cognitive decline, and where some competing methods, drugs or brain stimulation, are complementary.

Dementia competitor matrix



Blue oceans

1: Cognitive stimulation therapy

No direct competitors to Brain+ in digital Cognitive Stimulation Therapy. High clinical relevance makes CST a top priority as highlighted by WHO and ADI.

2: Brain stimulation

Light-based Brain+ stimulation has promising evidence for removing amyloid plaques in relation to Alzheimer's. Competitors include Cognito Therapeutics, Optoceutics.

Red oceans

3: Cognitive training games

Many companies offer memory games, but cognitive training clinical evidence in the dementia stage is not yet mature and it is not clinically recommended for dementia. Competitors include Cogmed, Retrobrain, Neuronation, BrainHQ, Lumosity, CogniFit.

4: Cognitive behavioral therapy

Used extensively in mental health and habit change. May be relevant for psychological symptoms, like anxiety.

5: Drugs & biologics

100's of pharma companies trying. Mostly unsuccessful. However, recent breakthrough in amyloid plaque removal and FDA approval of Lecanemab. Opportunity to combine CST with drugs.

The competitive landscape for CST according to Brain+ internal assessment, based on current scientific evidence, technical specifications, commercial applicability and Brain+ own judgement.

Pharmacological treatments are complementary to Brain+

Many of the drug treatments being researched by traditional biotech and pharma companies today are aimed at treating the underlying pathology of dementia, namely Alzheimer's disease, while the drugs currently on the market are focused on symptom relief. Most of the disease modifying drug R&D has been focused on anti-amyloid (protein targeting) modes of action, aiming to stop the degeneration of the neural tissue, by neutralizing or removing certain proteins, called amyloid, that cause damage and dysfunction in the patient's brain.

Drugs cannot strengthen the neural networks of the brain directly (as this requires an actual focused effort by the person themselves). They can, however, facilitate that the biological systems are not dysfunctional and that they are in a state of readiness and ability to change. In practice this is because the modes of action are different, with Brain+ targeting treatment of cognitive decline by strengthening neural networks, whereas drugs are targeting various biological mechanisms that may stop the disease and improve the biological state of the brain. Pharma companies are therefore seen as potential partners more than competitors.

Because Digital Therapeutic and drugs have different health outcome targets (and different modes of action), they can generally be seen as complimentary rather than competitive and combination treatments are likely to emerge. A main reason for this that the modes and mechanisms of action of digital therapies are different to drugs. Drugs target the pathology using biological manipulation (molecules in the body) whereas Digital Therapeutics generally use behavioural mechanisms to achieve its health effect. In the case of Brain+, the main target is decline in cognitive functions, a primary symptom and the problem associated with dementia that leads to dependency on care. Brain+ is thus enabling novel treatments like computerized cognitive training or digitalized behavioural therapies, and these therapies are complementary to drug treatment. Brain+ is focused on developing and commercializing Digital Therapeutic solutions for dementia treatment, a disease which not yet have been disrupted by digital treatments.

In addition to the company's CST product line for dementia and Mild Cognitive Impairment, the Company's Alzheimer's targeted memory test, Starry Night (developed in collaboration with Oxford University) is also of interest for pharmaceutical partners, because it allows for earlier detection of cognitive decline, and already approved drugs and drugs under development are likely to be more effective the earlier in the disease progression the drug is used.

Competition in treatment of cognitive decline

Brain+ has developed and is further developing the Company's CST and CCT technologies / therapies with the potential to treat cognitive decline in Alzheimer's, in the stages of dementia and Mild Cognitive Impairment. Within each therapeutic approach, there are several different mechanisms of action being researched and developed. In addition, the Starry Night memory test, has the potential to characterize very precisely, the cognitive deficit in Alzheimer's and dementia, and could allow very precise personalized treatments with CCT.

Cognitive Stimulation Therapy (CST)

Cognitive Stimulation Therapy (CST) was developed at University College of London, is a 7-week group- and dialogue-based therapy for Alzheimer's. This is a psychosocial method, in which social interactions stimulate cognition. Generally, CST has proven to be able to move patients 2 points on the Mini Mental State Examination test, which is a significant improvement in the person's abilities, and CST is therefore the NICE (The National Institute for Health and Care Excellence) recommended standard of care for dementia in the UK. CST is on a trajectory to become the global standard for non-pharmacological dementia treatment and was last year recommended for global implementation by the World Alzheimer's Report 2022.

The original CST is an analogue in-person therapy which is now being digitalized by Brain+ together with leading clinical experts. The digital methodology has the potential to support the original CST method, but also as a stand-alone treatment for treatment in people's homes. To the best of Management's knowledge there are no other companies trying to digitalize CST. Brain+ has because of this a great opportunity to lead the way for digital therapies in the Alzheimer's and Dementia space.

Computerized Cognitive Training (CCT)

CCT is a novel approach to treatment of cognitive decline within the Alzheimer's and dementia space where there are very few active players, with Brain+ being one of the only ones fully specializing in the area as its main focus. Other potential future competitors could include, Akili Interactive, that currently offer a similar technology with lessening the symptoms of ADHD as their focus. Akili could with the synergies from its existing tech-platform potentially become a future competitor to the Company, but also a potential strategic partner.

Nonregulated brain training Apps

There are numerous "brain training" apps on the market. These training apps do not have the rigorous evidence-based approach necessary for becoming a regulated medical treatment. The vast majority of the available brain training apps are non-clinical, and even fewer focused on dementia and Alzheimer's.

Other technologies

Other technologies that facilitate cognitive improvements include neurostimulation, using various techniques to stimulate the activity of neurons by applying different types of fields, like electricity, magnetism, or sound. Neurostimulation can be used both to target removal of problematic biology, or to put brain into a positive biological state that facilitates growth and health. Stimulation is promising but still early stage in Alzheimer's and dementia research. For this reason, neurostimulation is highly complementary with computerized cognitive training. As an example, Brain+ is with neurostimulation in combination with computerized cognitive training in one of its EUREKA-funded R&D projects.

Positioned to take a leading position in Alzheimer's in a growing digital therapeutics market

Management believes, Brain+ is in a unique competitive position due to being one of the few digital therapeutic companies specializing in treating cognitive decline in Alzheimer's and dementia and having a unique portfolio of complementary technologies towards this purpose.

Moreover, Management believes Brain+ has unique strengths and capabilities at the product level including gamification and a rigorous research approach:

- Brain+ has unique capabilities within gamification which differentiate on the ability to engage and interact with the

patients but is also an essential element of achieving effect.

- Brain+ has a unique research approach, developing solutions collaboratively with research experts in the field. Brain+ has a strong partner network within dementia, Alzheimer's and cognitive neuroscience research.

Brain+ has developed technologies that support treatments at different stages of Alzheimer's, which enable both single case use or a bundling of products to support patients throughout the disease progression (and the patient journey). Also, Brain+ believes in combining multiple modes of action into a combined therapeutic solution to maximize health effects, motivation, and compliance (multimodal therapy).

As with other emerging technologies, Brain+ expects other companies to eventually join and market digital therapy products within the dementia and Alzheimer's space, which will further enhance attention to digital treatments of dementia. The competitive landscape for Digital Therapeutic companies that go through the full regulatory and reimbursement pathway is not yet crowded, but competition is increasing. Big Pharma- and MedTech companies may develop their own Digital Therapeutic solutions and may have access to a different level of funding than Brain+ and therefore may be able to allocate major resources to such solutions and gain competitive advantages. The non-regulated "digital health" space is more competitive with hundreds of thousands of health Apps.

It is the opinion of the Brain+ Management that very few companies are as well-positioned as Brain+ to develop into a leadership position within regulated treatments for cognitive decline in Alzheimer's and dementia. A position that would directly address the main problems, symptoms, and health burden of this disease area.

Market challenges

The most noteworthy market challenges include:

- Prescriber adoption barrier
- Health care payer adoption barrier
- Patient awareness

Please note that the two barriers of prescriber and payer is only applicable for the later product versions that are classified as medical device software and simultaneously reimbursed. These are on the one hand market access barriers, but also represent competitive protection.

Prescriber adoption barrier - Brain+ aims to develop and market clinically validated and reimbursed digital therapies for cognitive decline. In a prescription digital therapeutics business model, the gate-keeper is the prescriber of the digital therapeutic, typically a clinician, like a family doctor. The clinician must know about the merits of the digital therapeutic and appropriate use cases to support prescription. Examples of barriers that can stand in the way of the clinician; 1. Lack of awareness: Many healthcare providers may not be aware of the existence of digital therapeutics or understand their potential benefits. 2. Scepticism: Some healthcare providers may be sceptical about the potential of digital therapeutics to improve patient outcomes. These adoption barriers are quite different from country to country and like other segments there are early adopters that drive the initial prescriptions of digital therapeutics. Some of the obvious ways to address these barriers are to do rigorous clinical research and to get the products certified as medical device software, which is based on the same recognized standards as for drugs and medical devices. As a first-mover in digital therapeutics for Alzheimers, Brain+ believes these barriers will represent competitive protection once the Company's products sees adoption breakthroughs.

Health care payer adoption barrier - Brain+ first product - CST - Therapist Companion- is marketed as an unregulated tool for clinicians through a SaaS business model in Denmark and Germany. If covered by the DiPA reimbursement system in Germany, the Therapist Companion will not require a prescription. For this product, the payers are typically healthcare providers and municipalities, which has similar barriers like that of the prescriber, with the addition that health care payers may desire health economics data.

Patient awareness - is contingent on the general awareness and adoption of digital therapeutics for their disease. However, the most important factor is whether the patient is being offered a digital therapeutics solution by their doctor. If they are, the majority are open and willing to use a digital therapeutic (Astra Zeneca 2020 survey).

Working capital statement

According to the Board's assessment, the existing capital is not sufficient to conduct the current operations for the next twelve months from the date of this Prospectus. The unaudited operating losses for the period 1 January 2021 – 30 June 2022 have averaged approximately DKK 2.1 million per quarter and given current cash balance and growth plans, the need for capital is expected to arise in May 2023.

In order to provide the Company with working capital, finance increased commercial activities for CST - Therapist Companion in Denmark and Germany, and to further mature the product pipeline, Brain+ is now carrying out a pre-emptive rights issue of units. While net proceeds from the total Offering (initial Rights Issue and subsequent warrant exercises) of DKK 26 million is desirable to fully fund the 3-part business strategy described on page 33-35 in this Prospectus, it is the Board's assessment that a minimum of DKK 15 million in net proceeds from the total Offering is sufficient to satisfy the Company's working capital need until cashflow positive by only executing the Tier 1 activities described in the strategy plan. Brain+ has as of the date of this Prospectus secured a total of approx. DKK 13.4 million (including the bridge loan of DKK 3.7 million and before deduction of transaction-related costs) through pre-subscription and guarantee commitments in the Initial Issue. Public subscription in the Rights Issue and the subsequent warrant exercise of TO 2 and TO 3 is expected to provide the Company with additional capital at least up to the DKK 15 million needed from the total Offering. To continue with product development and grow the Company at a desirable pace by also pursuing Tier 2 and Tier 3 in the Business Strategy, the capital need is DKK 26 million. Net proceeds from the total Offer exceeding DKK 26 million will enable additional value creation activities, including additional market entries and accelerated studies for the 'CST for MCI' product.

In the event that the Company does not succeed, for various reasons, in receiving the minimum of approx. DKK 15 million in net proceeds from the Offering, if, for example one or more pre-subscribers or guarantee investor do not fulfil their obligations and/or if the Rights Issue and subsequent warrant exercises is subscribed to less than DKK 15 million, the Company will then actively pursue additional financing solutions for at least the remaining amount up to DKK 15 million. Such financing solutions are not detailed at the date of this Prospectus but will include, if necessary, non-exhaustively, additional capital raises through share issues, debt financing or a combination thereof. The Company will apply for additional grant opportunities that align with the overall strategy and explore partner financing solution including but not limited to strategic partnerships with established companies within the Company's industry.

Investors should be aware that there is no guarantee the Company will succeed in securing additional financing solutions, which might force the Company to run the business at a lower rate than planned, until additional capital can be secured. The long-run consequences, if the Company fails to raise sufficient capital and sales activities fail, may be to file for bankruptcy.

Risk factors

A number of risk factors can have a negative impact on Brain+ operations. There are risks pertaining to Brain+, and risks that have no specific connection with Brain+, but that impact the industry and market in which the Company operates. The risks that, according to the Company's assessment, are specific and material to Brain+ and the Company's securities are described below. It is of great importance to consider the material risks associated with the future development of the Company and its shares. For natural reasons, it is not possible to assess all risk factors without a combined evaluation of other information in the Prospectus, along with a general assessment. The risk factors include an assessment of the probability of the occurrence of the risk and the extent of its negative impact on the Company listed as high, moderate, or low. The most material risks, as assessed by Brain+, take into account the negative impact on the Company and the probability of their occurrence, are set out first.

Risks related to the Company's operations

Clinical development programs

The development and commercial success of Brain+ products rely on getting positive results from scientific and clinical trials. The ongoing trials are at early stages including the feasibility studies and proof of concept. The nature of highly innovative new technologies, like the Brain+ digital therapeutic products, carries inherent high risk that the trials may not be completed or will not yield the expected results. There is also a risk of delays of the trials which may be caused by third parties and subcontractors, the Company or other external factors. It is the Company's assessment that the probability of the risk occurring is **medium**. If the risk were to materialize, Brain+ considers the potential negative impact to be **medium**.

Medical device regulations ("MDR")

Large-scale commercialization and reimbursement depend on obtaining regulatory approval and public certifications. Regulatory authorities are focused on digital health care products that seek to create medical benefits for patients and users, which is reflected in both the new European MDR, which governs the CE Mark process, local Software-as-a-Medical-Device (SaMD) guidelines, such as the German Digitale Gesundheits Applikation (DiGA), and the US FDA regulatory guidelines and processes. The primary risk related to SaMD and MDR is the risk of not getting the positive clinical trial results, which are needed to clearly define an intended use for the product in a given patient population. It is the Company's assessment that the probability of the risk occurring is **medium**. If the risk were to materialize, Brain+ considers the potential negative impact to be **medium**.

Intellectual property rights

Brain+ currently has no patents therefore lack commercial protection on its product. The Brain+ Management though believes that very few companies are as well-positioned as Brain+ to develop into a leadership position within regulated treatments for cognitive decline in Alzheimer's and dementia. Brain+ is continuously evaluating ways of protecting the Company's intellectual properties through of trademarks, design rights, patents, and open innovation collaboration agreements.

Even with intellectual property rights, there is a risk that future rights held by the Company is not adequate commercial protection. If the Company is forced to defend its intellectual property rights against a competitor, this may entail significant costs, which may adversely affect the Company's operations, earnings, and financial position. It cannot be ruled out that new competing products in the field may affect the business. The uncertainty associated with intellectual property rights means that the outcome of such disputes is difficult to predict. Negative outcomes of disputes can lead to lost protection, a ban on continuing to exercise the current right, or an obligation to pay damages. In addition, the costs of a possible dispute, even in the event of a favorable outcome for the Company, can be significant, which could adversely affect the Company's operations, financial position, and earnings. The above could mean difficulties in generating revenue. Brain+ is also to some extent dependent on know-how and company secrets, which are not protected by legislation in the same way as intellectual property rights. However, it is not possible to fully protect oneself against unauthorised dissemination of information, which entails a risk that competitors will benefit from and be able to benefit from the knowhow developed by the Company, which could be to the detriment of the Company. It is the Company's

assessment that the probability of the risk occurring is **low**. If the risk were to materialize, Brain+ considers the potential negative impact to be **medium**.

Political risk

Initially, Brain+ operates in Denmark and will thereafter advance to Germany, UK, US and other key markets in the EU. There is a risk that changes in laws, income taxes, customs duties, exchange rates, and other conditions for foreign companies will adversely affect the Company's business operations. Furthermore, certain Brain+ products are subject to regulatory approval by governmental bodies and the primary business model of the Company is to achieve reimbursement coverage in all markets. Reimbursement payors differ by market, and in certain markets may be national health bodies. On that basis, reimbursement qualification and regulatory approval process and outcomes may be subject to political influence, and thus political decisions may affect Brain+ operations. There is a risk that the above results in negative consequences for the Company's business activities and its earnings. It is the Company's assessment that the probability of the risk occurring is **low**. If the risk were to materialize, Brain+ considers the potential negative impact to be **low**.

Market adoption and revenue

The level of acceptance and usage of digital therapeutics are subject to various factors, including the health care system, prescribers and patients and their readiness or lack of same to embrace digital therapeutics. Brain+ also works in disease areas of predominantly elderly and not digitally savvy patients and caregivers, which could pose challenges in using and understanding the concept of a digital therapy. These factors could result in a slower than expected market uptake and achievement of target sales. It is the Company's assessment that the probability of the risk occurring is **medium**. If the risk were to materialize, Brain+ considers the potential negative impact to be **high**.

Product liability

Considering that Brain+ operates in the pharmaceutical industry, risk arise with product liability. There is a risk that the Company will be held liable for any adverse events such as side effects or incidents related to the clinical trials, even in cases where clinical trials are conducted by an external party. Such events could delay or stop the further product development, delay or limit commercial use of the products, lead to penalty payments or other claims, including claims based on product liability being made against the Company. There is a risk that the Company's insurance coverage would not be sufficient cover the claims made based on the product liability. Such claims could have a material effect on the Company's financial position. There is also a risk that such adverse events affect Brain+ negatively in terms of reputation, which in turn risk undermining confidence in the Company's products from customers regulatory bodies and payers. It is the Company's assessment that the probability of the risk occurring is **low**. If the risk were to materialize, Brain+ considers the potential negative impact to be **low**.

Dependency of key staff

Brain+ is dependent on skilled and experienced persons to conduct its business and maintain permits. The management consists of a highly experienced team where each member independently being very important for the continued development and growth of the Company. It is only the contract with the CEO that contains a non-compete clause. There is a risk that loss of one or more key members of staff would have adverse short-term consequences for the Company's business operation and its financial results. There is a risk that Brain+ needs to recruit staff to replace key personnel, which can be a costly process, in terms of time and money. There is a risk that the Company will incur increased expenses as a result. There is also a risk that the Company cannot replace staff. It is the Company's assessment that the probability of the risk occurring is **low**. If the risk were to materialize, Brain+ considers the potential negative impact to be **medium**.

Competition

It is expected that in the future there will be many hundreds of digital therapeutic companies developing new solutions for different disease areas, targets and target groups, and there is, therefore, a high probability that new competitors will enter this field as the digital therapeutic industry matures and becomes more lucrative. The competitive landscape for digital therapeutic companies that go through the full regulatory and reimbursement pathway is not yet crowded, but competition is increasing. Big Pharma- and MedTech companies may develop their own digital therapeutic solutions and

may have access to a different level of funding than Brain+ and therefore may be able to allocate major resources to such solutions and gain competitive advantages. The non-regulated "digital health" space is more competitive with literally hundreds of thousands of health Apps. It is the Company's assessment that the probability of the risk occurring is **low**. If the risk were to materialize, Brain+ considers the potential negative impact to be **medium**.

Currency

Brain+ CST - Therapist Companion has been launched in Denmark and the Company is planning to enter other markets, such as Germany, UK and the US during the coming years. There is a risk that sales revenues will decrease in connection with invoicing and receiving payments in foreign currency. There is a risk that exchange rates will change significantly and that revenues from Brain+ future customers will be negatively affected by changes in exchange rates. If, for example, the Danish kroner, which is the Company's accounting currency, increases in value in relation to the Euro, there is a risk that the Company's revenues from German customers will decrease. This in turn entails a risk of a decline in Brain+ operating profit. The Company has not made any efforts to hedge any currency risk. It is the Company's assessment that the probability of the risk occurring is **low**. If the risk were to materialize, Brain+ considers the potential negative impact to be **low**.

Financing

Since the start of operations, Brain+ has had limited revenue and is still in a development phase with ongoing R&D projects. The Company launched its first product in November 2022 and realized its first sale in December the same year. Despite commercial launch of the first dementia product, sufficient market adoption to generate revenues sufficient to cover the Company's operating cost is subject to risk. There is a risk, that in the future, the Company will not have sufficient revenue or positive cash flows to finance its operating cost and investments. If the Company is unable to obtain sufficient financing, the Company's ability to invest to maintain the competitiveness of its offering may be affected, as well as its financial position. Factors such as success of development of products, commercial acceptance by the market, obtaining of grants and possible strategic investments may affect the Company's future capital needs. It is the Company's assessment that the probability of the risk occurring is **medium**. If the risk were to materialize, Brain+ considers the potential negative impact to be **high**.

Risks related to the Company's shares and the Rights Issue

Securities may fluctuate in value or liquidity

There are no guarantees that the share price in the Company will have a positive development and there is a risk that investors in the Company will, in whole or in part, get back the invested capital. Brain+ share price has historically been volatile and may continue to fluctuate as a result of Company specific events and external factors. The Company's share price can be negatively affected by various reasons such as variation in profits/losses in Brain+ interim reports, increase in interest rates, political decisions, fluctuation in exchange rates and a general worsening of the economy.

Average turnover per trading day in Brain+ share during the period 1 January - 31 December 2022 amounted to DKK 65,910.33. Average closing price in Brain+ share during the same period amounted to DKK 2.60 with the lowest closing price amounting to DKK 1.71 per share and highest closing price amounting to DKK 4.14 per share. The Company's share can drop in value by a maximum of 100 percent. An investor can thus lose part or all of his invested capital in the Company.

The share price may thus be affected by factors that Brain+ cannot, wholly or partly, influence. A potential investment in Brain+ should hence be preceded by a careful analysis of the Company, its competitors, general information about the industry, the general economic situation, and other relevant information. There is a risk that the Company's shares cannot be sold for a price acceptable to the holders, or at all, at any time. It is the Company's assessment that the probability of the risk occurring is **medium**.

Unsecured pre-subscription and guarantee commitments

Several different parties have entered pre-subscription and guarantee commitments whereby they have undertaken to subscribe for approximately DKK 13.4 million, corresponding to approximately 85 percent of the initial part of the Rights Issue. However, these commitments are not confirmed or secured via prior transactions, bank guarantees or similar. Consequently, there is a risk that one or several of said parties will not fulfil their respective commitments. If the above-mentioned commitments are not met, this could negatively impact Brain+ ability to successfully complete the Rights Issue, which in turn could adversely affect the Company's business activities with negative impacts related to reduced financial resources propel the business activities forward going into the future. It is the Company's assessment that the probability of the risk occurring is **low**.

The securities are subordinated to most of the Company's liabilities

New and existing shares in Brain+ are subordinated the Company's liabilities. This means that if Brain+ is subject to any liquidation or bankruptcy, the shareholders normally receive payment after all other stakeholders with claims on the Company have been paid in full. As the shareholder will only have an unsecured claim against the Company, the shareholders may not recover any or all of their investment. Any potential investor should therefore be aware that an investment in the Company's shares and warrants entails a risk that the investors lose all or part of their investment if the Company for example carries out a restructuring, becomes liquidated, insolvent, or bankrupt. It is the Company's assessment that the probability of the risk occurring is **low**.

Terms and conditions of the Securities

Issuer

Brain+ A/S with corporate registration number (CVR) 36439440 and LEI code 9845007708709CEGD845.

Resolutions, authorisations, and approvals

On 24 April 2023, the Board of Directors resolved, pursuant to valid authorisation in the Articles of Association granted by the Extraordinary General Meeting on 13 April 2023, to decide on issues of share capital in the Company and thereby increase the share capital in one or more issues of new shares and warrants with pre-emptive rights for the Company's existing shareholders by up to an amount of a total of DKK 9,191,440 nominal value.

The Company's Articles of Association also give the Board of Directors authorisation until 1 April 2028 to resolve to increase the Company's share capital at one or more times by up to nominal value of DKK 9,191,440 (equivalent to 91,914,400 shares of nominal value of DKK 0.10) without pre-emption rights for the existing shareholders. The share capital increase shall be made at market price and may be made by cash, conversion of debt or payment in kind.

In addition to the authorisation above, the Company has not adopted any additional authorisations in its Articles of Association.

Information concerning the shares to be offered

In this Prospectus, Brain+ offers New Units, each consisting of two (2) New Shares, two (2) New Warrants of series TO 2 and two (2) warrant of series TO 3 in the Company. The Offer consists of a maximum 31,441,036 New Shares of nominally DKK 0.10 each. The Offer consists of maximum 31,441,036 New Warrants of series TO 2, each granting the right to subscribe for one (1) new share in the Company of nominally DKK 0.10 each. The Offer consists of maximum 31,441,036 New Warrants of series TO 3, each granting the right to subscribe for one (1) new share in the Company of nominally DKK 0.10 each. All shares belong to the same share class and carry the same rights, there is only one class of shares in the Company. With a subscription of the maximum number of New Units in the Issue, Brain+ share capital will increase from DKK 1,572,051.80 to DKK 4,716,155.40 and the number of shares will increase from 15,720,518 to 47,161,554 and a total of 31,441,036 New Warrants of series TO 2 and 31,441,036 New Warrants of series TO 3 will be issued to the investors subscribing in the Issue. With a subscription of the maximum number of New Units in the initial Rights Issue, the net issue proceeds to be received by the Company from the initial part of the Rights Issue will amount to approximately DKK 12.0 million. If all the warrants of series TO 2 are exercised, the share capital will increase additionally with DKK 3,144,103.60 to DKK 7,860,259.00 and the proceeds from the exercise will be approximately DKK 25.2 million (before deduction of transaction related costs) given the highest exercise price. If all the warrants of series TO 3 are exercised, the share capital will increase additionally with DKK 3,144,103.60 to DKK 11,004,362.60 and the proceeds from the exercise will be approximately DKK 37.7 million (before deduction of transaction related costs) given that the highest exercise price.

With a subscription of the maximum number of New Units in the Initial Issue and subsequent full exercise of both series of warrants, the Offering will increase Brain+ share capital with nominally 9,432,310.80 from nominally DKK 1,572,051.80 to DKK 11,004,362.60 and the number of shares will increase with 94,323,108 from 15,720,518 to 110,043,626.

Brain+ shares are traded under the International Security Identification Number (ISIN) DK0061670205 on Nasdaq First North Growth Market Denmark under the code/ticker "BRAINP". The shares have CFI code ESVUFN and FISN code Brain+ AS/-. The New Warrants of series TO 2 will be traded under the ISIN DK0062272449 on Nasdaq First North Growth Market Denmark under "BRAINP TO 2", and the New Warrants of series TO 2 will have CFI code RWSTCB and FISN code Brain+ AS/Warrant TO2. The New Warrants of series TO 3 will be traded under the International Security Identification Number (ISIN) DK0062272522 on Nasdaq First North Growth Market Denmark under "BRAINP TO 3", and the New Warrants of series TO 3 will have CFI code RWSTCB and FISN code Brain+ AS/Warrant TO3.

The New Shares and New Warrants of series TO 2 and TO 3 will be issued according to the Danish Companies Act (no. 1451 of 09/11 2022) and the Company's Articles of Association as at the date of this Prospectus. Brain+ is, moreover,

subject to general Danish legislation, including Regulation (EU) 2017/1129 and the Danish Act on Capital Markets (no. 41 of 13/01/2023). Due to Brain+ being admitted to trading on Nasdaq First North Growth Market Denmark, Brain+ is bound to the obligations set out in the applicable Nasdaq First North Growth Market Rulebook for Issuers of Shares. Such obligations include, but are not limited to, complying with disclosure and information requirements in the Danish Securities market.

The shares and warrants are registered with VP Securities A/S ("VP Securities"), Nicolai Eigtveds Gade 8, 1402 København, Denmark and the Company's share register is kept by VP Securities. The shares and warrants are in book-entry form.

The New Shares and New Warrants of series TO 2 and TO 3 are issued in Danish kroner (DKK).

Rights attached to the New Shares

The New Shares will have identical rights as the existing shares. These include voting rights, right to receive dividend, the right to participate in the proceeds in case of a dissolution or liquidation of the Company, and pre-emptive rights in connection with the issue of new warrants, convertible bonds, and shares by cash contribution. The warrants do not give the holder such rights before being exercised and the resulting shares are issued. Further, all shares have equal rights in the event of insolvency, liquidation or winding up. The rights of the shareholders can only be changed in accordance with the procedures specified in the Articles of Association and the Danish Companies Act (no. 1451 of 09/11 2022).

Voting rights

The shares expected to be issued in connection with the Rights Issue are ordinary shares and no shares of the Company carry special rights. At General Meetings, each share has one vote, and each shareholder can vote for their full number of shares without limitation. The right of a shareholder to attend a general meeting and to vote is determined by the shares held by the shareholder at the record date. The record date is one week before the general meeting is held. The New Warrants do not give any voting rights.

Rights to dividend

The New Shares will, when fully paid up and registered with the Danish Business Authority, have the same rights as the existing shares, including with respect to eligibility for any dividends paid to holders of shares. Brain+ is a growth company and has not since its formation paid dividends to the shareholders. The Board of Directors intends to finance development, operations, and growth with a combination of the possible profit and if needed future equity issues. In the event of a dividend, all shares in the Company carry equal right to dividends. Consequently, the New Shares from the Issue is eligible for dividends as of the date of registration with the Danish Business Authority. The registration is expected to take place in June 2023 and in any event before listing of the New Shares. Further, the right to dividends applies to investors who are registered as shareholders in Brain+ on the record day applicable for the distribution of dividend.

Any dividends will be paid in DKK to the shareholder's account with VP Securities. No restrictions on dividends or special procedures apply to holders of shares who are not residing in Denmark. Dividend withholding tax may be withheld by the Company in accordance with applicable Danish law. The warrants give the holder no right to dividend until the warrant has been exercised into an ordinary share.

Dividends which have not been claimed by shareholders within three (3) years from the time they are payable will in accordance with applicable Danish law be forfeited and will accrue to the Company. Brain+ has no dividends policy, and no dividends is planned.

Pre-emptive subscription rights

Under Danish law, the shareholders generally have pre-emptive subscription rights if the general meeting of the Company resolves to increase the share capital by cash payment. However, the pre-emptive subscription rights of the shareholders may be derogated from by a majority comprising at least 2/3 of the votes cast and of the share capital represented at the general meeting if the share capital increase is made at market price.

Liquidation rights

In case of the dissolution or winding-up of the Company, the shares will be entitled to a proportionate part of the Company's assets after payment of the Company's creditors.

Redemption and conversion provisions

According to the Articles of Association of the Company, no shareholder is obliged to have its shares redeemed in whole or in part. In addition, no shares carry any redemption or conversion rights or any other special rights.

Take-over regulation

Under the Danish Companies Act, a shareholder who directly or indirectly holds more than 90 percent of the share capital in a company has the right to redeem the remaining shares from other shareholders in Brain+. In a corresponding manner, a shareholder whose shares can be redeemed is entitled to such redemption by the majority shareholder holding more than 90 percent of the share capital in a company. No public takeover bids have been made by any third party in respect of the Company's existing shares during the past or the current financial years.

The New Shares and New Warrants that are issued in the Rights Issue are not subject to an offer that is made as a result of a bid obligation, redemption, or resolution obligation.

The shares' transferability

As at the date of this Prospectus, there are no restrictions in the transferability of the shares or warrants.

Certified Adviser

The Company's Certified Adviser is Keswick Global AG with postal address Hoffingergasse 16/1/6, A 1120 Vienna, Austria.

Legal conditions

The shares are issued according to the Danish Companies Act (no. 1451 of 09/11 2022) and the Company's Articles of Association as at the date of this Prospectus. Brain+ is, moreover, subject to general Danish legislation, including Regulation (EU) 2017/1129 and the Danish Act on Capital Markets (no. 41 of 13/01/2023). Due to its listing on First North, a multilateral trading facility platform, Brain+ is bound to the obligations set out in the applicable First North regulations. Companies admitted to trade on First North are subject to the European parliament and the Council Regulation (EU) No 596/2014 on Market Abuse Regulation (MAR) which contains regulation on information obligations and a prohibition on market abuse. Such obligations include, but are not limited to, complying with disclosure and information requirements in the Danish Securities market.

Applicable legislation

The shares are emitted under The Danish Companies Act (no. 1451 of 09/11 2022) and are regulated by Danish law.

Tax considerations

An investment in the Rights Issue may result in tax consequences for the investor. Brain+ is a Danish registered company that has unlimited tax liability in Denmark. The Company's new shares and warrants will be traded on Nasdaq First North Growth Market Denmark, a multilateral trading facility (MTF), and the shares and warrants in Brain+ are therefore covered by the Danish tax rules for listed shares. The tax legislation in the investor's jurisdiction may have an effect on any income received from the Rights Issue described in this Prospectus. Taxation of any dividend, as well as capital gains tax and rules regarding capital losses on sale of securities depends on the individual investors' specific situation. Shareholders may need to consult their own accountant or tax adviser for a closer assessment of tax consequences, including applicability and effect of foreign tax rules and tax treaties when a shareholder being in Brain+.

Terms and conditions of the Offering

Offering and proceeds

The Rights Issue comprises of up to 15,720,518 New Units. Upon full subscription of the Rights Issue, the gross proceeds will be DKK 15,720,518 and the net proceeds (gross proceeds less the Company's estimated costs related to the Rights Issue) are expected to amount to a total of approximately DKK 12.0 million, whereof approximately DKK 3.7 million was received in March 2023 through the bridge loan, assuming all New Units are subscribed for.

Subscription ratio, Subscription Price and allocation of pre-emptive rights including action required to apply for the Offering, etc.

The Offering consists of a Rights Issue of units in Denmark and Sweden. The Company is offering 15,720,518 New Units with a nominal value of DKK 0.20 (DKK 0.10 nominal value per share) at the Subscription Price DKK 1.00 per New Unit and with pre-emptive rights for the existing shareholders. Each New Unit comprises of two (2) New Shares, two (2) New Warrants of series TO 2 and two (2) New Warrant of series TO 3. A total of 15,720,518 New Units can be issued, hence 31,441,036 New Shares, 31,441,036 Warrants of TO 2 and 31,441,036 warrants of TO 3 will be issued if the Rights Issue of units is fully subscribed. The Subscription Period for New Units commences 10 May 2023 at 9:00 a.m. CET and closes on 25 May 2023 at 5:00 p.m. CET.

Each shareholder registered in the Company's share register kept by VP Securities on 9 May 2023 at 5:59 p.m. CET will be allocated one (1) pre-emptive right for each existing share held. One (1) pre-emptive right entitles the holder to subscribe for one (1) New Unit of a nominal value of DKK 0.20 (DKK 0.10 nominal value per share) at a Subscription Price of DKK 1.00 per New Unit. The pre-emptive rights have been approved for trading and admitted to trading on Nasdaq First North Growth Market Denmark to the effect that they can be traded on Nasdaq First North Growth Market Denmark with ISIN DK0062272282 during the period between 8 May 2023 at 9:00 a.m. CET and 23 May 2023 at 5:00 p.m. CET. Any pre-emptive rights not exercised during the Subscription Period will lapse with no value, and the holder of such pre-emptive rights will not be entitled to compensation. Once a holder of a pre-emptive right has exercised the pre-emptive right to subscribe for New Units, such subscription cannot be withdrawn or modified by the holder.

Allocation of units will be decided by Brain+'s Board of Directors, with the following principles:

- 1) Subscription with support of pre-emptive unit right
- 2) Subscription without support of pre-emptive unit right
- 3) Guarantors
- 4) Pre-subscriber (partial in the over-allotment issue if the Rights Issue is subscribed to approximately DKK 11.3 million or more from the public and guarantors).

Upon exercise of pre-emptive rights to subscribe for units in the Issue and payment of the Subscription price, temporary units will be issued and recorded on subscribers' account with VP Securities. The temporary unit will be issued with ISIN code DKK0062272365. The temporary share units will not be admitted to trading and official listing on Nasdaq First North Growth Market Denmark under the temporary ISIN code. The temporary ISIN code is, thus, registered in Euronext Securities Copenhagen solely for the subscription of New Shares. The temporary units will be held in VP Securities until registration of the New Shares and New Warrants are registered with the Danish Business Authority. Once the Issue is registered with the Danish Business Authority, the temporary units will automatically be exchanged for two (2) ordinary shares, two (2) warrants of series TO 2 and two (2) warrants of series TO 3 in the Company. Registration of the New Shares and Warrants with the Danish Business Authority is expected to take place on 2 June 2023.

The pre-emptive rights, the temporary units and the new shares and warrants following the automatic exchange from temporary units, will be delivered in book-entry form to accounts with VP Securities.

Existing shares traded from 8 May 2023 at 9:00 a.m CET will be traded without pre-emptive rights, provided that the Existing shares are traded with customary two-day settlement.

Timeline

4 May	Last day of trading including pre-emptive unit rights
8 May	First day of trading excluding pre-emptive unit rights
8 May	First day of trading with pre-emptive unit rights
9 May	Record date for obtaining pre-emptive unit rights
10 May	First day of subscription period
23 May	Last day of trading with pre-emptive unit rights
25 May	Last day of subscription period
2 June	Expected day for the Issue to be registered with the Danish Business Authority
6 June	Expected day of delivery of the New Shares and Warrants
7 June	Expected first day of trading with the New Shares and Warrants

Payments and delivery of the pre-emptive rights

Upon exercise of the pre-emptive rights, the holder must pay an amount equal to the Subscription Price multiplied by the number of New Units subscribed for. Payment for the New Units shall be made in DKK and shall be made upon subscription against registration of the New Units in the transferee's account with VP Securities no later than 25 May 2023 at 5:00 p.m. Holders of pre-emptive rights shall adhere to the account agreement with their own Danish custodian institution or other financial intermediary, through which they hold existing shares. Financial intermediaries through which a holder holds pre-emptive rights may require payment on an earlier date.

Warrants of series TO 2

The exercise price shall amount to seventy (70) percent of the average volume-weighted price for the share according to Nasdaq First North Growth Market Denmark's official price statistics during the period of 20 trading days ending two (2) banking days before the exercise period begins. Last day of trading in Warrants of series TO 2 is 12 October 2023. Any Warrants of series TO 2 not exercised during the subscription period or sold before the last day of trading will lapse with no value, and the holder of such warrant will not be entitled to compensation. The Company will publish the exercise price the day before the first day of the exercise period. The exercise price must be rounded to the nearest whole Danish øre. The exercise price may not exceed DKK 0.80 per share. The subscription price shall not be less than DKK 0.20.

Warrants of series TO 3

The exercise price shall amount to seventy (70) percent of the average volume-weighted price for the share according to Nasdaq First North Growth Market Denmark's official price statistics during the period of 20 trading days ending two (2) banking days before the exercise period begins. Last day of trading in Warrants of series TO 3 is 20 March 2024. Any Warrants of series TO 3 not exercised during the subscription period or sold before the last day of trading will lapse with no value, and the holder of such warrant will not be entitled to compensation. The Company will publish the exercise price the day before the first day of the exercise period. The exercise price must be rounded to the nearest whole Danish øre. The exercise price may not exceed DKK 0.30 per share. The subscription price shall not be less than DKK 1.20.

Subscription Period

The Subscription Period of the New Units will commence on 10 May 2023 at 9:00 a.m. CET and will close on 25 May 2023 at 5:00 p.m. CET.

Reduction of subscription

Reduction of subscription is not applicable in connection with the Offering. The subscription is binding.

Over-allotment issue

The Board of Directors in Brain+ can, if the Rights Issue is fully subscribed, partially or in full resolve on an over-allotment issue up to a value of DKK 5,821,544. The over-allotment issue comprises of a maximum of additionally 5,821,544 New Units corresponding to 11,643,088 shares, 11,643,088 warrants of series TO 2 and 11,643,088 warrants of series TO 3. The subscription price for such units is the same as in the Rights Issue. The purpose of the over-allotment issue is to accommodate high demand in case of oversubscription and at the same time enable the Company to invest more into higher growth. There are no separate subscription or subscription period for the over-allotment issue. If activated, allocation in the over-allotment issue will be made to subscribers in the Initial Issue. The Board of Directors in Brain+ will,

in connection with announcement of the outcome in the Rights Issue, communicate whether the over-allotment issue has been resolved or not. In the event it has been resolved, the Company will, in the same company announcement disclose the number of units that will be issued in the over-allotment issue and information regarding payment and deliver of New Shares and New Warrants. If activated, the over-allotment is expected to be registered with the Danish Business Authority at the same time as the Rights Issue, and trading in the additional shares and warrants due to the over-allotment issue is expected to commence on 7 June 2023. Any shares and warrants from the over-allotment will be issued at the same time as the New Shares and New Warrants in the Rights Issue.

Minimum and maximum subscription amounts

In connection with the Offering, the minimum number of New Units that a holder of pre-emptive rights may subscribe for will be one (1) New Unit, requiring the exercise of one (1) pre-emptive unit right and the payment of the Subscription Price. The number of New Units that a holder of pre-emptive rights may subscribe for is not capped. However, the number is limited to the number of New Units that may be subscribed for through the exercise of the pre-emptive rights held or acquired. The minimum number of New Units that investor who do not hold any pre-emptive rights may subscribe for will be one (1) New Unit and the maximum number of New Units is not capped.

Subscription for remaining units

The general public and existing shareholders can subscribe for any remaining units not subscribed for with support from pre-emptive rights. Such remaining units will be subscribed for to the same terms, including dates, as for those subscribing using pre-emptive rights. Subscription shall be made on a subscription form, which is available on the Company's website (www.brain-plus.com), Sedermera's website (www.sedermera.se) and Nordic Issuing's website (www.nordic-issuing.se). The subscription shall be filled out and submitted to the account holders own bank according to their respective instructions. It is also possible to subscribe for shares digitally through Nordnet's website or through other bank's trading platforms.

In case of oversubscription of remaining units in connection with the Offering, the allocation of such remaining units will be determined according to allocation principles made by the Board of Directors.

Payments and delivery for remaining units

Upon subscription of the remaining units, the holder must pay an amount equal to the Subscription Price multiplied by the number of New Units allocated. Payment for remaining units will be made via a delivery versus payment transfer through the subscribers own bank and will be withdrawn from the account by the subscribers own account holding bank or broker.

Announcements of the results of the Offering

The results of the Rights Issue will be communicated in a company announcement expected to be published 31 May 2023, or as soon as possible after the subscription period ends.

Withdrawal or suspension of the Offering

The Offering may be withdrawn by the Company subject to certain conditions before registration of the capital increase relating to the New Units with the Danish Business Authority. If the Offering is withdrawn, any exercise of pre-emptive rights that has already taken place will be cancelled automatically. The subscription amount for the New Units will be refunded (less any transaction costs) to the last registered owner of the temporary units as at the date of such withdrawal. All pre-emptive rights will lapse, and no New Units will be issued. Trades of pre-emptive rights executed during the Rights Trading Period will, however, not be affected. Consequently, investors who have acquired pre-emptive rights will incur a loss corresponding to the purchase price of the pre-emptive rights and any transaction costs.

The Company is entitled to withdraw the Offer (a) if the Company decides not to pursue with the Offering (b) the registration of the New Shares is refused by the Danish Business Authority.

The Company is not liable for any losses that investors may suffer as a result of withdrawal of the Offering including but not limited to, any transaction costs or lost interest. A withdrawal of the Offering will be announced as a company announcement through a press release.

The Company is not authorized to close the Offer on an earlier date than the last subscription date.

Procedure for the exercise of and trading in pre-emptive rights

The pre-emptive rights have been approved for trading and admission to trading on Nasdaq First North Growth Market Denmark under the ISIN code DK0062272282 and will be traded in the ISIN code under the symbol "BRAINP UR". Holders of pre-emptive rights wishing to subscribe for New Units must do so through their own custodian institution or financial intermediary, in accordance with the rules of such institution. The deadline for notification of exercise depends on the holder's agreement with, and the rules and procedures of, the relevant custodian institution or other financial intermediary and may be earlier than the end of the Subscription Period. Once a holder has exercised its pre-emptive rights, the exercise may not be revoked or modified. During the Rights Trading Period, holders of pre-emptive rights who do not wish to exercise their pre-emptive rights to subscribe for New Units may sell their pre-emptive rights on Nasdaq First North Growth Market Denmark, and a purchaser may use the acquired pre-emptive rights to subscribe for New Units. Holders wishing to sell their pre-emptive rights should instruct their custodian institution or other financial intermediary accordingly.

Any holders of pre-emptive rights that exercise any of their pre-emptive rights shall be deemed to have represented that they have complied with all applicable laws. Custodian banks exercising pre-emptive rights on behalf of beneficial holders shall be deemed to have represented that they have complied with the offering procedures set forth in this Prospectus. Upon expiry of the Subscription Period, any pre-emptive rights not exercised will lapse without value, and the holders of lapsed pre-emptive rights will not be entitled to any compensation.

Upon exercise of pre-emptive rights and payment of the Subscription Price, temporary units will be delivered through VP Securities by being recorded on subscribers' accounts with VP Securities. The temporary share units will not be admitted to trading and official listing on Nasdaq First North Growth Market Denmark under the temporary ISIN code. The temporary ISIN code is, thus, registered in VP Securities solely for the subscription of New Shares. The temporary units will be issued under a temporary ISIN code DK0062272365. The temporary units will be held in VP Securities until the New Shares and New Warrants are registered with the Danish Business Authority. Upon registration, the New Shares and Warrants will be delivered to subscribers in the Rights Issue of units.

Every investor should be aware of that their respective bank/financial institute may classify subscription of unit as a complex product and may therefore request information from the investor before subscription can be carried out.

Jurisdictions in which the Offering will be announced and restrictions applicable to the Offering

The distribution of this Prospectus and the Offering is restricted by law in certain jurisdictions, and this Prospectus may not be used for the purpose of, or in connection with, any offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

Withdrawal of applications of subscription

Instructions to exercise pre-emptive rights or subscriptions of remaining units related to the New Units are irrevocable.

Supplement to the Prospectus

The Company will publish the Annual Report for financial year 2022 on the 28 April 2023. For that reason, the Company plans to publish a supplement to the Prospectus including a summary of the Annual Report. The supplement is expected to be published no later than the 2 May 2023. In the event that a supplement to the Prospectus is published during the time for trading in pre-emptive rights and or the Subscription Period, investors shall have the right to withdraw subscription of New Units and trades in the pre-emptive rights within two (2) business days from publishing of the supplement.

Plan of distribution and allotment and process for notifying applicants

There is no pre-allotment of New Units. The New Units may be subscribed for by the Existing Shareholders of the Company according to the pre-emptive rights allocated. New Units which have not been subscribed for by the existing shareholders before the expiry of the Subscription Period will be allocated to subscriptions made by the general public. The subscribers will be notified on the number of New Units allotted, by their own bank.

Subscription Price and amount of any expenses and taxes charged

The New Units are offered at the Subscription Price of DKK 1.00 per New Unit corresponding to DKK 0.50 per New Share (excluding fees, if any, from the investor's own custodian bank or brokers). The amount of any expenses and taxes the investor can be charged shall be governed by and constructed in accordance with applicable law of Denmark, including any double taxation agreements.

Completion of the Offering

The Offering will only be completed if and when the New Units subscribed for are issued by the Company upon registration with the Danish Business Authority, which is expected to take place no later than on 2 June 2023. A company announcement concerning the results of the Offering is expected to be disclosed no later than on 31 May 2023.

Dilution

As at the date of this prospectus, the Company's registered share capital had a nominal value of DKK 1,572,051.80 divided into 15,720,518 existing shares with a nominal value of DKK 0.10. All existing shares are issued and fully paid up, and each existing share represents 1 vote. Through the Initial Issue, the Company's share capital can increase with a maximum of DKK 3,144,103.60 through the issuing of a maximum of 31,441,036 shares. This would imply a dilution of approximately 66.7 percent to existing shareholders who do not exercise the allocated pre-emptive unit rights. Shareholders who exercise their pre-emptive rights in full will not be diluted. The dilution is based on the total amount of shares issued provided that the initial Rights Issue will be fully subscribed. If the over-allotment issue is fully activated, an additional 11,643,088 New Shares will be Issued.

If all steps in the Offering (including the over-allotment issue) is subscribed and exercised in full, the Company's share capital can increase with a nominal value of maximum of DKK 12,925,237.20 through the issuing of 129,252,372 new shares. Shareholders who do not participate in any part of the Offering can experience a dilution of a maximum of 87.8 percent if all the steps in the Offering is subscribed and exercised at maximum.

Pre-Subscription commitments

The Company has, the 29 March 2023, received legally binding written subscription commitments from Board members, members of the management team and other external investors. The subscription commitments amount to approximately DKK 4.4 million, which corresponds to approximately 28 percent of the initial part of the Rights Issue. Approx. DKK 3.7 million constitute new cash to the Company, and approx. DKK 0.7 million refers to compensation for the loan. All subscription commitments will be paid through cancellation of the debt claims on the Company arising from the bridge loan raised in March 2023.

All investors who have entered into pre-subscription commitments in the initial part of the Rights Issue are guaranteed full allotment in accordance with their respective commitments. Pre-subscription commitments have not been secured through advance transaction, bank guarantee or similar. The pre-subscription commitments are not associated with any compensation. Subscription in accordance with the pre-subscription commitments are made to the same terms as in the Rights Issue. The full list of pre-subscribers and their subscription amounts are set out in the table following this section. The investors who have entered pre-subscription commitments is the same group of investors who lent money to the Company in the bridge loan.

Bridge lenders and pre-subscribers (DKK)

Pre-subscriber	Pre-subscription commitment	Of which relates to the paid bridge loan (transferred to the Company in March)	Of which relates to compensation for loan (non-cash to the Company)	Pre-subscription commitment (%)
John Haurum	1,200,000	1,000,000	200,000	7.63
CD Holding ApS	900,000	750,000	150,000	5.73
Pronator Invest AB	600,000	500,000	100,000	3.82
Leif Tomasson	600,000	500,000	100,000	3.82
Jens Munch-Hansen	300,000	250,000	50,000	1.91
Anders Härfstrand ¹	240,000	200,000	40,000	1.53
Lugi Alessandro Isoletti	180,000	150,000	30,000	1.15
Hanne Leth Hillman ²	131,544	109,620	21,924	0.84
Johan Luthman ³	120,000	100,000	20,000	0.76
Lars Terney ⁴	120,000	100,000	20,000	0.76
Kim Baden-Kristensen ⁵	30,000	25,000	5,000	0.19
Total	4,421,544	3,684,620	736,924	28.13

¹ Chairman of the Board in the Company. ² Board member of the Company.

² Board member of the Company.

³ Board member of the Company.

⁴ Board member of the Company.

⁵ The Company's CEO.

Guarantee commitments

On 29 March 2023, the Company received legally binding written guarantee commitments from external professional investors, for a total of approximately DKK 8.9 million, which corresponds to approximately 57 percent of the initial part of the Rights Issue. Guarantee commitments are exchanged for binding subscription in the Issue to the extent the Issue is not subscribed for by the market ("**Subscription Amount**") (subscription with- and without support of pre-emptive rights but excluding pre-subscription amounts).

Out of the total guarantee commitments, approximately DKK 6.3 million (approximately 40 percent of the initial part of the Rights Issue) are so called "bottom up" guarantee commitments in which the guarantors commit to subscribe for any remaining units in the Initial Issue, from zero subscription up to a subscription of approx. DKK 6.3 million in the Issue ("Tranche 1"). If the Initial issue is subscribed to less than DKK 6.3 million, the activated guarantee subscription equals to DKK 6.3 million less the Subscription Amount. If the Issue is subscribed for more than DKK 6.3 million, no guarantee commitment is activated. Any activated guarantee subscription will be shared amongst all Tranche 1 guarantors pro-rata. The Tranche 1 guarantee commitments carry an alternative underwriter's compensation of 14 percent of the guaranteed amount in cash, or 16 percent of the guaranteed amount as New Units to the same terms as in the Rights Issue.

Tranche 1 guarantee commitments (DKK)

Guarantor	Corp.id. no.	Address*	Guarantee commitment (DKK)	Guarantee commitment (%)
Selandia Alpha Invest A/S	42178152	c/o Republikken, Vesterbrogade 26, 1620, Copenhagen, Denmark	1,000,000	6.36
Exelity AB	559288-0396	c/o Finserve Nordic AB, Riddargatan 30, 11457 Stockholm, Sweden	750,000	4.77
Consentia Group AB	556696-2816	Eriksbergsgatan 10, 114 30, Stockholm, Sweden	667,000	4.24
John Haurum			500,000	3.18
Paginera Invest AB	556736-7502	Vinkelvägen 22, 262 61, Ängelholm, Sweden	500,000	3.18

John Moll			350,000	2.23
Sarsaparill AB	556853-3169	c/o Peter Nilsson, Ostindiegatan 4, 252 71, Råå, Sweden	350,000	2.23
JEQ Capital AB	559301-4987	Rådmansgatan 84, 113 29, Stockholm, Sweden	350,000	2.23
Jimmie Landerman			350,000	2.23
David Lavröd			250,000	1.59
Fredrik Åhlander			250,000	1.59
Niklas Estensson			250,000	1.59
Björn Olander			250,000	1.59
Simon Hammarström			200,000	1,27
Christian Månsson			200,000	1,27
Erik Sedenberg			100,000	0.64
Total			6,317,000	40.18

*Unless otherwise stated, guarantors can be reached at the Company's address, Købmagergade 53, DK-1150 Copenhagen, Denmark.

In addition to above mentioned Tranche 1 guarantee commitments, Brain+ has secured a second tranche of guarantee commitments of approximately DKK 2.6 million (approximately 17 percent of the Initial Issue ("Tranche 2"). Tranche 2 is a bottom-up guarantee in which the guarantors commit to subscribe for any remaining units in the initial Issue, from approx. DKK 8.5 million (54 percent subscription) up to approx. 11.2 million (71 percent subscription). If the Issue is subscribed to less than DKK 8.5 million, the approx. 2.6 million in Tranche 2 guarantee subscription is activated in full. If the Issue is subscribed to more than approx. DKK 8.5 million but less than approx. DKK 11.2 million, the activated subscription amount equals approx. DKK 11.2 million less the Subscription Amount. Any activated guarantee subscription will be shared amongst all Tranche 2 guarantors pro-rata. In the scenario where the Issue is subscribed to more than approx. DKK 11.2 million, no guarantee commitment is activated. The Tranche 2 guarantee commitments carry an underwriter's fee of 20 percent of the guaranteed amount in cash.

Tranche 2 guarantee commitments (DKK)

Guarantor	Corp.id. no.	Address*	Guarantee commitment (DKK)	Guarantee commitment (%)
JEQ Capital AB	559301-4987	Rådmansgatan 84, 113 29, Stockholm, Sweden	1,000,000	6.36
JJV Investment Group AB	556850-2529	Runnvägen 24, 791 53, Falun, Sweden	633,163	4.03
Jinderman & Partners AB	559193-1745	Hornsgatan 178, 117 34, Stockholm, Sweden	633,162	4.03
Sandante Invest AB	559350-0993	Rådmansgatan 84, 113 29, Stockholm, Sweden	350,000	2.23
Total			2,616,325	16.64

* Unless otherwise stated, guarantors can be reached at the Company's address, Købmagergade 53, 3rd floor, DK-1150 Copenhagen, Denmark.

The Company has only obtained binding guarantee commitments in writing, however the investors' ability to fulfill the commitments have not prior to the Issue been secured through advance transactions, bank guarantees or similar.

Approximately 15 percent of the initial part of the Rights Issue is not covered by pre-subscription commitments or guarantee commitments.

Lock-up

Members of the Board of Directors and Management, who prior to the Rights Issue own approximately 11 percent of the shares in Brain+, have agreed to enter lock up agreements with Gemstone as counterparty, with customary exceptions which appear in the paragraph below, to not sell 90 percent of their current shareholdings. Any exceptions from the lock-up needs to be approved by Gemstone. The lock up period is valid until when the exercise period of TO 3 in March 2024 is completed. The lock-up agreements do also cover 100 percent of any unexercised pre-emptive rights in the Rights Issue and Warrants of series TO 2 and TO 3. The lock up will continue to account for 90 percent of all shares in the Company that the shareholder currently owns as well as any shares and warrants acquired through the Rights Issue. For information about the shareholdings affected by the lock-up, see table below.

Exceptions from lock-up

The shareholder may, without prior written consent from Gemstone, transfer shares to a parent company or another company in which the shareholder is the majority owner if the acquirer undertakes to, before the transfer takes place, send a confirmation document to Gemstone in which the acquirer undertakes in writing all of the shareholder's commitments and obligations in the lock up agreement, i.e. party change. The shareholder may also divest shares under the terms of a public takeover offer under the Takeover rules for certain trading platforms. The shareholder may also, with prior written consent from Gemstone, sell shares, provided that the sale of the shares takes place through a coordinated sale outside the marketplace where the Company's shares are listed and that the acquirer of the shares takes over the shareholder's obligations according to the lock up agreement. Gemstone may deny any such request for sale if Gemstone, in its unilateral judgment, sees a risk that the sale may damage the public's or shareholders' confidence in the Company or if the sale does not correspond to what can reasonably be expected due to the shareholder entering into the lock up agreement.

Lock-up overview

Parties under lock-up	Shareholdings (prior to the Rights Issue)	Percent of the Company (prior to the Rights Issue)	Shares subscribed for in the Rights Issue	Shareholdings after the Rights Issue	Shares under lock-up (90% of shareholding)
Kim Baden-Kristensen (privately)	573,886	3.65	60,000	633,886	570,497
Lars Terney (privately)	188,548	1.20	240,000	428,548	385,693
4T Impact ApS (fully owned by Lars Terney)	866,854	5.51	0	866,854	780,168
Hanne Leth Hillman (privately)	87,000	0.55	263,088	350,088	315,079
Johan Luthman	0	0.0	240,000	240,000	216,000
Anders Härfstrand	0	0.0	480,000	480,000	432,000
Total	1,716,288	10.92	1,283,088	2,999,376	2,699,438

Financial advisor, issuing and settlement agent

Sedermera and Gemstone acts as financial advisor in connection with the Rights Issue, VP Securities is the issuing agent and Nordic Issuing is the Company's settlement agent. Sedermera's visiting address is Norra Vallgatan 64, 211 22 Malmö, Sweden, Gemstone's visiting address is Strandvejen 60, 2900 Hellerup, Danmark, VP securities visiting address is Nicolai Eigtveds Gade 8, 1402 København, and Nordic Issuing's visiting address is Stortorget 3, 211 22 Malmö, Sweden.

Board of Directors and Executive management

Board of Directors

Pursuant to clause 10.1 of Brain+ Articles of Association, the general meeting elects a Board of Directors consisting of up to five (5) members elected for one (1) year at a time. According to Selskabslovens § 111, stk. 2 shall the Board of Directors consist of at least three (3) members. At the date of this Prospectus, the Board of Directors consists of five (5) members partly elected at the Annual General Meeting held on 17 May 2022 and at the Extraordinary general meeting held on 2 September 2022 in which three (3) new board members were elected; Anders Härfstrand, Johan Luthman and Betül Susamis Unaran. All members of the Board of Directors may be contacted at the Company's address, Købmagergade 53, 3rd floor, DK-1150 Copenhagen, Denmark.

The table below contains information about the Board of Directors, their year of birth, each member's position, the year they were elected as board members for the first time, and whether they are considered to be independent in relation to the Company and its executive management, and major shareholders. The table is followed by individual information regarding each board member.

Name	Year of birth	Position	Member of the Board since	Independent in relation to:	
				The Company and its executive management	Major shareholders
Anders Härfstrand	1956	Chairman	2022	Yes	Yes
Lars Terney	1967	Vice Chairman	2021	Yes	No
Hanne Leth Hillman	1965	Member	2021	Yes	Yes
Johan Luthman	1959	Member	2022	Yes	Yes
Betül Susamis Unaran	1976	Member	2022	Yes	Yes

Information on the members of the Board of Directors



Anders Härfstrand

Chairman of the Board since 2022

Education: Doctor of medical Science (Ph.D.), Karolinska Institute, Stockholm.

About: Anders Härfstrand is non-Executive Director at Prothena Corporation (PRTA) and former Executive in e.g. Pharmacia, Pfizer and Serono Pharmaceuticals. Anders has 35 years of experience and a sustained successful global track record within the global pharmaceutical and biotechnology businesses. He has been CEO of smaller biotech businesses. Anders' experience includes significant Board experience in private and publicly listed companies.

Other ongoing assignments: Chairman and fully owner of Härfstrand Consulting AG, Non-Executive Director of Prothena Corporation.

Shareholding in the Company: Anders Härfstrand owns no shares in the Company.



Lars Terney

Vice Chairman of the Board since 2022. Chairman from H1 2021 to Sep. 2022.

Education: HA (Business) University of Southern Denmark. MBA, Northwestern University, Kellogg School of Management.

About: Lars Terney currently act as Senior partner at Nordic Capital and have been in the Private Equity sector for 13 years. Lars Ternet has held various of leading positions in Boston Consulting Group and most recently he was Head of Boston Consulting Group Denmark.

Other ongoing assignments: Senior partner, Nordic Capital

Shareholding in the Company: Lars Terney owns a total of 1,055,402 shares in the Company, of which 866,854 shares via the wholly owned company 4T Impact ApS and 188,548 shares privately.



Hanne Leth Hillman

Member of the Board since 2021 – Chairman of Audit Committee since 2022

Education: M.Sc. (Cand.Merc.Int), Business Administration and International Finance supplemented with a diploma in International Money and Finance – The Aarhus University School of Business and Social Sciences. Board leadership education from CBS Executive.

About: Hanne Leth Hillman is currently the CFO of Nanovi A/S. She is an experienced life science executive focused on finance, investor relations (IR) and communication and brings solid publicly listed biotech expertise from leading IR and Capital Market Relations positions in Nordic public companies, including Zealand Pharma and Neurosearch.

Other ongoing assignments: CFO, Nanovi A/S.

Shareholding in the Company: Hanne Leth Hillman owns 87,000 shares privately in the Company.



Johan Luthman

Member of the Board since 2022

Education: Dental (DDS) and medical studies, PhD in Neurobiology and Histology, Karolinska Institute, Stockholm.

About: Johan Luthman is EVP & Head of R&D at Lundbeck. He has over 30 years' experience of pharmaceutical industry research and development in neuroscience and immunology. He has previously worked in Eisai Inc., Merck Inc., GeNeuro SA, Serono SA and AstraZeneca AB. Johan has throughout his career been engaged in Alzheimer's disease R&D and he can be viewed among the world leading experts on the disease. He has led several large therapeutics and diagnostics development programs for Alzheimer's, e.g. the recently FDA-approved drug lecanemab, while at Eisai.

Other ongoing assignments: EVP & Head of R&D, H. Lundbeck A/S Denmark

Shareholding in the Company: Johan Luthman owns no shares in the Company.



Betül Susamis Unaran

Member of the Board since 2022

Education: BS in Industrial Engineering, Bogazici University, Istanbul, MBA, INSEAD, Fontainebleau.

About: Betül Susamis Unaran is also member of the Board of Directors of Ypsomed and dss+ (Dupont Sustainable Solutions), and Advisory Board Member of Lumanity (an Arsenal Capital partners’ company). Her latest roles were Chief Strategy and Digital Officer at the Zur Rose Group, Chief Commercial Officer at Unilabs, Chief Digital Officer at Novartis Pharmaceuticals and Ferring Pharmaceuticals, and she has led numerous pharma-digital therapeutics deals and negotiations. Betül has 20 years’ experience as a highly accomplished leader of building successful businesses and strong teams.

Other ongoing assignments: Member of the Board of Directors of Ypsomed dss+, and Lumanity.

Shareholding in the Company: Betül Susamis Unaran owns no shares in the Company.

Executive management and management team

All persons in executive management positions in Brain+ may be contacted at the Company’s address, Købmagergade 53, 3rd floor, DK-1150 Copenhagen, Denmark. The table below contains information about the management of Brain+, their year of birth, current position, and the year the person became a member of the management. CEO Kim Baden-Kristensen is the only employee registered as executive at Erhvervsstyrelsen. The table is followed by individual information regarding each person in the management team.

Name	Year of birth	Position	Member of the management since
Kim Baden-Kristensen	1976	Co-founder, Chief Executive Officer	2014
Simon Nielsen	1977	Chief Science & Innovation Officer	2019
Bertil Stengaard Jessen	1988	Chief Financial Officer	2022
Paula Petcu	1988	Chief Technology Officer	2021
Brian Østergaard	1973	Business Development Manager	2019

Information about the executive management

Kim Baden-Kristensen

Chief Executive Officer since 2014

Education: M.Sc. in Economics and Business Administration, Copenhagen Business School. Further studies in Neuropsychology and Cognitive Psychology at the University of Copenhagen.

About: Kim Baden-Kristensen is former Vice President of Marketing & Strategy at Vestas A/S, and former Project Leader at the Boston Consulting Group. M.Sc. Management of Technology, Copenhagen Business School, Cognitive Psychology studies, University of Copenhagen. Healthcare Innovation degree, Harvard Business School (Pasteur Program).

Other ongoing assignments: Owner and Director of Baden-K Holding ApS, Chairman of the Board, Completion ApS.

Shareholding in the Company: Kim Baden-Kristensen owns a total of 2,630,416 shares in the Company, of which 2,056,530* shares via the wholly owned company Baden-K Holding ApS and 573,886 shares privately.



*Will be divested in connection with the Rights Issue. See section “ownership structure on page 70.

Information about members in the management team



Bertil Stengaard Jessen

Chief Financial Officer since 2022

Education: MSc in Economics and Business Administration - Applied Economics and Finance from Copenhagen Business School.

About: Bertil Stengaard Jessen joined Brain+ as Chief Financial Officer in January 2022. Bertil is a former head of a global strategic investment program at GN Store Nord. Corporate strategy and M&A advisory at Maersk and J.P. Morgan's investment banking division.

Other ongoing assignments: Bertil Stengaard Jessen has no other ongoing professional assignments.

Shareholding in the Company: Bertil Stengaard Jessen owns no shares in the Company.



Paula Petcu

Chief Technology Officer since 2021

Education: MSc in Computer Science from University of Copenhagen.

About: Paula Petcu have 10+ years in Software Development, 7 years in Pharma. Formerly Head of Digital Technologies at Lundbeck, where Paul build the department from ground up and put digital health on the internal map of Lundbeck. Tech nerd and team manager. One of Berlingske's Top 100 Talent in Denmark. She co-founded health tech companies FindZebra and Healthy Mind Tech.

Other ongoing assignments: CEO, Healthy Mind Tech.

Shareholding in the Company: Paula Petcu owns no shares in the Company.



Brian Østergaard

Business Development Manager since 2019

Education: Digital Communication Designer.

About: Brian Østergaard is a veteran entrepreneur in public health care and digital health with successful exit of his company in Autism & dementia care software. 25 years of experience in selling into public and private health care sectors.

Other ongoing assignments: CEO of Changemakr ApS, Co-Founder of Klartboard ApS and Board member in Business Angels Syd.

Shareholding in the Company: Brian Østergaard owns 47,955 shares privately in the Company.



Simon Nielsen

Chief Science & Innovation Officer since 2019

Education: BA Computer Science, Engineering College Aarhus, University of New South Wales (AU). M.Sc. in Biomedical Engineering, Technical University of Denmark. PhD in Cognitive Neuroscience, Technical University of Denmark, Copenhagen University & University of California, Santa Barbara (USA).

About: Simon Nielsen joined Brain+ in 2019 as Director of Research & Innovation having previously spend four years at Coloplast A/S, latterly as a team manager and Senior Scientist, where his roles included managing a pre-clinical R&D team and developing a core science area for technology maturation and development for the new innovation product portfolio. Previously, he has worked in smaller MedTech start-ups and also in research, recently as a Postdoc at Copenhagen University focussing on theoretical and applied science within attention and short-term memory, the key cognitive functions targeted with Brain+ technologies.

Other ongoing assignments: Simon Nielsen has no other ongoing professional assignments.

Shareholding in the Company: Simon Nielsen owns 44,848 shares privately in the Company.

Additional information about the board of directors and the executive management

All members of the Board of Directors are elected until the following Annual General Meeting. Members of the Board of Directors may resign from their position at any time. The division of responsibilities between the CEO and the Board of Directors is defined in the Board of Directors' rules of procedure as well as the CEO instructions and delegation of authority established by the Board of Directors. Both the rules of procedure as well as the CEO instructions are determined annually by the Company's Board of Directors. Issues related to audit and compensation matters are decided directly by the Board of Directors.

No member of the Board of Directors or the executive management has, during the past five years, been convicted in any fraud-related case, nor been subject to any prohibition of engaging in commercial activities. There are none existing or pending sanctions or allegations from the competent authorities (including approved professional bodies) against these persons and no member of the Board of Directors or the executive management has, in the past five years, been disqualified by a court from holding a position on an administrative, management or supervisory body or from holding an executive or senior position at a company.

Remuneration to the Board of Directors and executive management

Members of the Board of Directors receive DKK 100,000 annually and the chairman of the Board of Directors receive DKK 200,000 annually. New members to the Board were elected during 2022, hence earned and paid out fees during 2022 differ somewhat between members. During the year the Company also paid out accrued board and consultancy fees to members of the Board which was earned during 2021. For information regarding the remuneration to the executive management and Board of Directors paid out during financial year 2022, please see the chart below. The accumulated 2021 and 2022 payments were paid out in November to all board members except for Kim Arvid Nielsen who received his payment in May 2022.

(DKK)	Total remuneration paid out during 2022	Of which is earned during 2022 up until November	Of which relates to Accrued fees from 2021	Of which relates to accrued consultancy fees during 2022	Of which relates to consultancy fees during 2021	Of which relates to Pension costs
Board of Directors						
Anders Häfstrand ¹	49,444	49,444				0
Lars Terney ²	341,389	158,056	133,333		50,000	0
Hanne Leth Hillman ³	170,422	91,389	58,333	20,700		0
Johan Luthman ⁴	24,722	24,722	0			0
Betül Susamis Unaran ⁵	24,722	24,722	0			0
Kim Arvid Nielsen ⁶	66,666	33,333	33,333			0
Executive Management						
Kim Baden-Kristensen ⁷	1,153,864	1,018,620	0			135,244
Total	1,831,229	1,400,286	224,999	20,700	50,000	135,244

¹ Was elected as Chairman of the Board on 2 September 2022.

² Was elected as member of the Board on 2 September 2021. Chairman over the period 1 May 2021 - 31 August 2022

³ Member of the Board since 1 June 2021.

⁴ Was elected as member of the Board on 2 September 2022.

⁵ Was elected as member of the Board on 2 September 2022.

⁶ Was elected as member of the Board on 1 November 2019. Retired as member of the Board on 3 May 2022.

⁷ CEO in the company since formation on 17 November 2014.

Financial information and key figures

Introduction

The Company was incorporated as Brain+ ApS. As of 27 April 2021, it merged with its parent company Brain+ Holding ApS (effective 1 January 2021) and converted to a public limited company (A/S). As a result of the merger, Brain+ Holding ApS was dissolved. The Company (Brain+ A/S) now operates as a single company and is not part of a group. All financial information in this Prospectus from 1 January 2021 onward therefore concerns the merged business, Brain+ A/S. The financial information incorporated in this Prospectus by reference includes the half-year report 2022 and annual reports for the financial years 2021 and 2020, which have been presented in accordance with the provisions of the Danish Financial Statements Act governing enterprises reporting class B enterprises with addition on a few provisions for reporting Class C. The annual reports have been audited by the Company's independent auditor as set forth in their audit report included therewith.

At an extraordinary general meeting held on 3 May 2021 the Company elected Deloitte Statsautoriseret Revisionspartnerselskab with corporate registration number (CVR) 33963556 and visiting Nicolai Eigtveds Gade 8, 1402 København, as auditor of the Company. The MNE-number of the Company's auditors Mads Fauerskov and Jens Lauridsen are 35428 and 34323. The annual report for the financial year 2021 and 2020 have been audited without negative observations or comments. Notes to the financial statements can be found in the audited financial statements for 2021 and 2020, which have been incorporated into the Prospectus by reference. Unless otherwise stated, no other information in the Prospectus has been audited or reviewed by the Company's auditor.

Key figures

The Prospectus contains certain key figures that have not been defined in accordance with Brain+ applied accounting rules for financial reporting. This key financial data has not been audited or reviewed by the Company's auditor. Brain+ believes that these key figures are deemed to be useful supplementary measures of earnings performance and financial position. The key figures, as defined by the Company, are not necessarily comparable with similar measures presented by other companies and have certain limitations as tools for analysis.

DKK	2022.01.01	2021.01.01	2021.01.01	2020.01.01
	2022.06.30	2021.06.30	2021.12.31	2020.12.31
Gross profit	1,904,875	2,745,525	3,992,214	6,685,331
EBITDA	-4,651,745	-1,384,844	-5,660,990	192,504
Profit/loss for the period	-4,119,828	-2,821,718	-7,079,752	-1,278,724
Equity	16,484,190	-418,146	20,604,018	1,918,043
Cash and cash equivalents	2,532,843	5,892,214	9,992,638	1,362,457
Equity ratio (%)	40.00	-1.06	43.95	6.42
Earnings per share	-0.35	-1.68	-1.33	-13.34
Earnings per share, diluted	-0.25	-0.48	-0.69	-13.34
No. of shares beginning of the period	11,815,912	958,300	958,300*	95,830
No. of shares end of the period	11,815,912	4,937,570	11,815,912	95,830

*Adjusted for a share split 1:10

Definitions

Equity ratio (%): Equity divided by total assets.

Earnings per share (in DKK): Profit/loss for the period divided by the average number of shares outstanding at the end of the period.

EBITDA: Earnings before interest, tax, depreciation, and amortization.

Significant changes in financial position

In March 2023, Brain+ secured a bridge loan of approximately DKK 3.7 million from 11 lenders. The loan enables the Company to maintain momentum during the period running up to the Rights Issue. All lenders has entered into agreements to subscribe for New Units in the Rights Issue with payment to be made through cancellation of the debt claims on the Company ("conversion"). Lenders converting their debt into subscription in the Issue will receive a risk premium of 20 percent on the loan amount. Subscription from the lenders will be on the same terms as other subscribers in the Rights Issue.

Apart from that, the Company has no significant financial contracts, including loan agreements and other financing agreements, to support day-to-day operations, and there are also no significant licensing obligations. There has been no significant change in the Company's borrowing and funding structure since the end of the last financial period, 30 June 2022.

Dividend policy

Brain+ does not have a dividend policy and no dividend is planned. Until the Company is generating a cash flow that covers the Company's financing needs for continued growth, the future financing of operations and growth is through new share issues, loans, income from agreements, or other. Consequently, Brain+ does not expect to declare dividends for the financial year 2023. Any future dividends, and the amount of such, are dependent on, among other things, the Company's future earnings, financial condition, capital requirements and liquidity. Dividends are decided by the Annual General Meeting based on a proposal from the Board of Directors.

Legal issues, ownership structure and additional information

Share information

As at the date of this Prospectus, the Company's registered share capital amounts to DKK 1,572,051.80 divided among 15,720,518 shares, each with a nominal value of approximately DKK 0.10.

According to Brain+ Articles of Association, adopted by the Extraordinary General Meeting on 13 April 2023, the Board of Directors during the period and until 31 December 2023, is authorised exercise the authority in art. 4.1.1 and to issue of shares in the Company and thereby increase the share capital in one or more issues of new shares with and/or without pre-emptive rights for the Company's existing shareholders by up to an amount of a total of 91,914,400 shares of DKK 0.10 (nominally DKK 9,191,440). Further, simultaneously with an exercise of the authority in art. 4.1.2 and as an integrate part of the offered units and the price of such units, the Board of Directors is authorised until 31 December 2023 with and/or without pre-emptive rights for the company's existing shareholders to issue up to 91,914,400 warrants free of charge giving the right to subscribe for up to 91,914,400 shares of DKK 0.10 (nominally DKK 9,191,440).

The number of outstanding shares at the beginning of the most recent financial year, 1 January 2022, was 11,815,912 and amounted to 15,720,518 shares at the end of the same financial year. There is only one class of shares, and the nominal value of each share is DKK 0.10. Brain+ shares have been issued pursuant to Danish law and are denominated in DKK. The shares have been fully paid and are freely transferrable.

Ownership structure

The table below sets forth information about the major shareholders of Brain+ as at the date of this Prospectus. There is only one class of shares, and each share carries one (1) vote at general meetings. As at the date of this Prospectus, the Board of Directors is not aware of any directly or indirectly controlling parties or of any such agreements that can change the control of the Company. There are, to the Board of Directors knowledge, no shareholder agreements, or other agreements between the Company's shareholders, which seek to have joint influence over the Company.

Except for what is presented in the table below, according to the Company's knowledge, there are no natural or legal persons owning more than five percent of the votes and capital.

Shareholder	Number of shares	Percentage of votes and capital (%)
Kim Baden Kristensen ¹	2,630,416	16.73
Lars Terney ²	1,055,402	6.71
<i>Others (Approx. 1071 persons)</i>	<i>10,782,894</i>	<i>76,56</i>
Total	15,720,518	100.0

¹CEO and Co-founder of the Company, the shares are held through the wholly owned company Baden-K Holding ApS and privately.

²Member of the Board. The shares are partially held privately and partially through 4T Impact ApS.

CEO and Co-founder, Kim Baden-Kristensen, has entered into agreements to sell all shares in Brain+ held by his holding company, Baden-K Holding ApS, to new investors who are taking on the most risk in terms of commitments into the Rights Issue in the form of pre-paid pre-subscriptions and Tranche 2 guarantee commitments. This has been deemed a necessity to secure the commitments. An additional, but secondary, consideration is to protect the future equity development of Brain+ A/S, due to the Danish 'Lagerbeskatning' which to Kim will come into full effect due to this Rights Issue. 'Lagerbeskatning' is effectively a tax on unrealized share gains, which a shareholder is then compelled to finance, often by selling shares to cover the tax expense. Baden-K Holding ApS has elected to sell all its 2,056,530 Brain+ shares for DKK 0.01 per share at arm's length to third parties subscribing in the Rights Issue, including to Board member Lars Terney who has entered into agreement to purchase 250,000 shares. Except for Board Member Lars Terney, no other acquirer has any relationship towards Kim Baden-Kristensen.

The sale of Baden-K Holding's shares have been mediated by the Company's financial advisers Gemstone Capital and Sedermera Corporate Finance as a bonus to investors providing commitments in Rights Issue. Summary of the acquirer of Baden-K Holding's shares is listed in the table below. None of the buyers will own more than five percent of the outstanding shares in Brain+ as a result of the purchase of shares from Baden-K Holding ApS. Thus, Baden-K Holding ApS will no longer hold any shares in Brain+. Kim retains all his 573,886 privately held shares and has committed to subscribe for additionally 60,000 more shares in the Issue. Kim's private shareholding corresponds to approx. 3.7 percent of the shares in the Company. The share transfer will take place the latest of one (1) business day before the Subscription Period commence and 1 May 2023. This to ensure that the transfer takes place after the record date for receiving pre-emptive rights. Baden-K Holding will then be given to Brain+ financial advisers who may distribute to investors committing to subscribe in the Rights Issue.

Purchasers of Baden-K Holding's sale of Brain+ shares

Investor	Corp.id. no.	Number of shares
JEQ Capital	559301-4987	400 000,00
JSH Biotech ApS	25220129	300 000,00
JJV Investment group AB	556850-2529	253 265,00
Jinderman & Partners	559193-1745	253 265,00
Lars Terney ¹		250 000,00
CD Holding	29522286	200 000,00
Pronator Invest AB	559025-2879	100 000,00
Leif Thomasen		100 000,00
Sandante Invest AB	559350-0993	140 000,00
Jens Munch-Hansen		37 500,00
Lugi Alessandro Isoletti		22 500,00
Total		2,056,530

¹Member of the Board of Directors

Material contracts

Brain+ has not entered into any agreements that are outside the Company's ordinary operations and which are of material importance to Brain+, or which contain rights or obligations that are of material importance to the Company for a period of twelve months prior to this Prospectus.

Conflicts of interests

Sedermera Corporate Finance ("Sedermera") and Gemstone A/S ("Gemstone") are the financial advisers, Markets and Corporate Law Nordic ("MCL") is a legal advisor, VP Securities is the issuing agent and Nordic Issuing is the settlement agent to Brain+ in connection with the Rights Issue. These parties receive a pre-agreed remuneration for services in connection with the Offer.

In addition, Gemstone has a financial interest in the Company as a result of their holdings of 250,000 warrants, each granting the right for the warrant holder to subscribe for one (1) new share in Brain+ of nominal DKK 0.10. The warrants were issued as partial compensation for financial services performed in connection with the Brain+ IPO in 2021 and the current Rights Issue. More information can be found on page 71.

The Company's CEO Kim Baden-Kristensen and Board Member Lars Terney have financial interest in the Company as a consequence of larger share- and or warrant holdings in the Company. Apart from the mentioned shareholdings, there are to the Company's best knowledge, no member of the Board of Directors or executive management who has any other private interests which might conflict with the Company's interests.

Warrant programs

Brain+ currently has two warrant programs outstanding at the date of this Prospectus. In addition to what is stated below, there are no outstanding warrants, convertibles or share-related incentive programs in the Company.

Warrant program issued to Gemstone Capital A/S

In connection with the Company's IPO in October 2021, the Board of Directors in Brain+ resolved to issue 177,238 warrants to Gemstone Capital A/S as partial consideration for their financial services in the listing process. At the Extraordinary General Meeting held on 13 April 2023, it was resolved to cancel the existing warrant program issued to Gemstone in connection with the IPO and to replace it with a new. The new warrant program includes 250,000 warrants, each granting the right for the warrant holder to subscribe for one (1) new share in Brain+ of nominal DKK 0.10. The subscription price for the warrants is set to DKK 0.665 per share. Warrants can be exercised in one or several rounds until 1 April 2028 however at each round a minimum of 70,000 warrants shall be exercised, unless in case of exercise of any remaining warrants. For additional information, please see the Company's articles of association and appendix 4.3 to the articles of association.

Warrant program to CEO and other key personnel

On the Extraordinary General Meeting on 13 April 2023, it was resolved that the Company implement a warrant program to attract and retain key employees in order for the Company to fulfil its objectives. The warrant program consists of maximum 8,366,745 warrants, however maximum 15 percent of the outstanding shares after the Rights Issue with anti-dilution protection against the dilution from the warrant exercise of series TO 2 and TO 3. The protection ensures that the warrant program continuously accounts for 15 percent of the outstanding shares in the Company also after the exercise of TO 2 and TO 3 warrants. Each warrant within the program gives the holder the right to subscribe for one new share in the Company of nominally DKK 0.10 to a subscription price of DKK 0.665. For additional information, please see the Company's articles of association and appendix 4.5 to the articles of association.

Related party transactions

Since 30 June 2022, Brain+ has not been a party to any related-party transactions, which individually or together are material to the Company. For information on remuneration to the members of the Board of Directors and executive management, see section "Remuneration to the Board of Directors and executive management".

Authority proceedings, legal proceedings, and arbitration

Brain+ has not been a party to any legal, arbitration or governmental proceedings (including pending cases or such that the Company is aware may arise), during a period covering at least the previous 12 months, that have had or could have significant effects on the Company's financial position or profitability. Nor has the Company been informed of claims that could lead to Brain+ becoming a party to such a process or arbitration.

Miscellaneous

There are no arrangements, known to the issuer, which may at a subsequent date result in or prevent a change in control of the issuer. Neither does it exist any provision in Brain+ articles of association, statutes, charter, or bylaws that would have an effect of delaying, deferring, or preventing a change in control of the issuer.

Documents available

The below documents are available in electronic form on the Company's website: www.brain-plus.com.

- 2021 Annual Report
- 2020 Annual Report
- Articles of Association
- Memorandum of Incorporation
- Terms and Conditions for the New Warrants of series TO 2 and TO 3