



Offer to subscribe for units in Brain+ A/S

Subscription period 11 June – 24 June 2024.

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Family care giver:

"I experienced that my husband became better at expressing himself and taking initiative... we laughed more than we usually do and spoke about things we normally don't"



Dementia therapist:

"This (the CST-Assistant product) should be used everywhere - It is worth its weight in gold and is a huge help for both volunteers, relatives and professionals"

Brain+ in brief

Brain+ A/S is a Danish health tech company, committed to helping people with dementia live better lives by managing the disease, and treating cognitive decline, which is the most devastating symptom of the condition. The company's mission is to become the preferred provider of certified health tech solutions for better dementia management, servicing several million people affected by dementia by 2030.

Brain+ has a strong legacy with broad insights into cognitive functioning and development of software-based brain training tools. In 2021, prior to going public on Nasdaq First North, the company decided to focus 100 percent of its activities on the development of certified health tech solutions for dementia treatment and management. Since then, Brain+ has made its first dementia product, the CST-Assistant, commercially available in Denmark and successfully established proof-of-demand and valuable user feedback guiding an upscaling of the product. In parallel, the tech platform and product pipeline, including the CST-Home Care solution, has been advanced and next focus is to launch the CST-Assistant v2.0 in UK, which represents a €200m market with nearly 1 million people with dementia, high political priority given to solving the dementia burden, and the highest health tech market maturity in EU. UK market entry is planned for Q3 2024 with the first sales contracts expected before the end of 2024.

Brain+ is building a unique competitive position based on a pioneering approach to digitalizing, automating, and standardizing the delivery of Cognitive Stimulation Therapy (CST) for dementia. CST is recognized due to strong clinical evidence for its effects, including improved cognition and quality of life, and is today's worldwide leading non-drug dementia therapy. CST is recommended for implementation by the World Alzheimer's Association as well as by UK health guidelines. The company has developed its digital CST solutions in close collaboration with leading international and UK experts and key opinion leaders, who are also endorsing the products. While alternative dementia therapies exist, none are close to CST in terms of clinical benefits, proven relevance, cost-effectiveness and evidence, as CST is backed by hundreds of clinical trials and two Cochrane Meta-reviews, latest from 2023.

Brain+ has achieved commercial traction for the first of its 3 dementia products in Denmark and is poised to scale in the UK, a major market for CST. The team and board are seasoned professionals and experts in the field. Based mainly on the UK sales outlook compared to the company's current market valuation, the potential ROI over 2-4 years in Brain+ is very high.

Dementia

– A key health challenge

- 57 million people worldwide are diagnosed with dementia, and this number is expected to triple by 2050.
- In 2030, the global costs of dementia are expected to exceed USD 2.6 trillion.
- 1 in 3 people die from dementia in the US, and in the UK, it is the leading cause of death for women.
- There is no cure for dementia, however newer drugs and non-drug therapies have shown to reduce symptoms.

Dementia management

- An area of high unmet needs

A dementia diagnosis is a heavy toll on those affected, and the need for effective disease management solutions to improve quality of life and improve health care cost effectiveness is huge. Brain+ has developed three software technologies and three products that can help treat cognitive decline and better manage dementia. Dementia is a chronic disease and people can live for many years with dementia, and it is thus critical to ensure best life and health during this time.

Dementia management technologies & products

Based on three inhouse health technologies, Brain+ has built a pipeline of three products for dementia treatment and management:

Technology portfolio

- 1. Software-based Cognitive Stimulation Therapy (CST):** Facilitates a scalable, adaptable, expert-curated and coherent delivery of Cognitive Stimulation Therapy (CST).
- 2. Computerized Cognitive Training (CCT):** Gamified digital training programs utilizing behavioral paradigms already proven effective in clinical studies, which target specific cognitive functions relevant for dementia and Mild Cognitive Impairment.
- 3. Starry Night:** A proprietary gamified digital memory test which has shown potential to enable very early symptomatic detection of Alzheimer's disease, and able to track cognitive decline.

Product pipeline

- 1. CST-Assistant v2.0 - In regulatory phase:** Software tool for CST therapist enabling efficient preparation and delivery of CST sessions, with expert-curated content. The CST-Assistant v2.0 will be introduced in Denmark during Q2 and UK during Q3 this year.
- 2. CST-Home Care - Late technology phase:** Intended for use to extend and scale the delivery of CST to a home setting, enabling broader and cost-efficient access to CST for a larger population.
- 3. CST-for-MCI product - In pilot phase:** Tailored for individuals with Mild Cognitive Impairment (MCI), combining CST with Computerized Cognitive Training to train cognitive function and potentially delay the transition to dementia. Also uses the Starry Night test to track cognitive improvements and decline.

TECHNOLOGY	PRODUCT	REGULATORY CLASS	TARGET USE	MATURITY STAGE				
				Technology	Pilot	Clinical	Regulatory	Market
Software-based Cognitive Stimulation Therapy (CST)	CST-Assistant v1.0	Non-classified support tool	Mild to moderate dementia	▶				
	CST-Assistant v2.0	Medical device software Class I	Mild to moderate dementia	▶				
	CST-Home Care	Medical device software Class I/IIa	Mild to moderate dementia	▶				
Computerized Cognitive Training (CCT)	CST-for-MCI combination product	Medical device software Class IIa	Mild cognitive impairment (MCI)	▶				
Starry Night Memory Test	Cognitive impairment test	TBD	Detection of early cognitive decline	▶				

Product pipeline

Cognitive Stimulation Therapy (CST)

CST is currently the world's leading non-drug dementia therapy. Of all non-drug therapies, CST is the most well-documented and clinically proven to reliably improve cognition and quality of life. Due to this, CST is recommended for global implementation by the World Alzheimer's Association and is the only non-drug dementia therapy which is recommended for national implementation by the National Institute for Health and Care Excellence ("NICE") in the UK.

- 6 months delay in cognitive decline¹
- Improved communication
- Improved quality of life

During a CST session, a group of 4-8 people with mild to moderate dementia engage in a variety of activities designed to enhance cognitive function and social interaction. The session shall be led by a trained CST therapist.

As a multi-model therapy, CST stimulates thinking, memory, and communication skills. It fosters a supportive and psychologically safe environment that encourages the participants to socialize. Activities can include discussions on current events, word games, puzzles, reminiscence therapy, music, and art activities.

The CST-Assistant for broader CST access

The CST-Assistant (formerly called CST-Therapist Companion) is a software solution that offers CST therapists a readily accessible, customizable, and validated high-quality tool to support, automate and standardize CST delivery.

The CST-Assistant solves major pain points for CST therapists and health systems, that are burdened by lack of capacity, time and resources. It offers the world's largest library of expert-curated, high-quality CST content, saving the therapist 50 percent of preparation time, while ensuring structured and standardized delivery of the therapy.

This enables a highly cost-effective, consistent and scalable implementation of CST to benefit more people with dementia, while overcoming the resource constraints of the health systems. It also enables new therapist to get started immediately after training and with high quality from the beginning, overcoming the barrier for new therapist to create new content.

The CST-Assistant and its contents are developed in close collaboration with leading dementia KOLs, the UK inventors of the CST method, and leading CST educators, including University College of London (UK) and VIA University College (DK).



The CST-Assistant user interface. Each number represents one expert validated, ready-to-use CST-session, with 200+ sub-activities in total.



CST-therapist carrying out a CST group session using the CST-Assistant.

"Before the CST Assistant, it required a lot of preparation before a session. Now you can change the subject of the session just before it starts - because all the content is already ready"

**- Pia Østergaard, Silkeborg Municipality,
Co-author Danish CST manual**

¹ Cochrane Library, Woods et al. 2023, Woods et al. 2012, World Alzheimer's Report 2022, 2023

Huge potential in health tech solutions for better dementia management

CST is experiencing robust growth, driven by the needs for better treatment of over 30 million people living with mild to moderate dementia and by recommendations for its global implementation by dementia key opinion leaders and organizations, such as the World Alzheimer's Association. If CST was to be offered to all in need, it would call for 6 million CST group programs annually and 1 million CST therapists. Currently, there are only 15,000 CST therapists worldwide (6,000 of which are in the UK), highlighting a significant and growing unmet demand for health tech CST solutions, which can enable bigger scale and broader access. Currently, each CST therapist has the capacity to handle up to approximately 25 patients per year, based on a standard off five patients per group and five groups per therapist annually. With improvements in efficiency through automation, standardization via the CST-Assistant, and later the potential to offer home based online CST with Brain+' next in line CST-Home Care product, the annual capacity per therapist can increase to 75-100 patients¹.

CST-Assistant v3.0 for online CST

Next product versions of the CST-Assistant are in the design phase. One version will focus on enabling therapist led online delivery of CST to remove the need for participants to come to a dementia clinic, which will significantly save costs and extend access to therapy. Another version will enable every 2nd CST session to be done at home as part of a group program – also saving costs while retaining efficacy.

CST Home-Care

The CST-Home Care product will enable people, who have been in a CST group program the option of extended 'do-it-yourself' use of CST at home together with their relatives. This will help maintain the cognitive benefits gained from the CST program opening a 10x larger market potential compared to the CST-Assistant. CST-Home Care can tap into private pay, co-pay, and insurance business models. The CST-Assistant and the CST-Home Care solve immediate dementia care pains, particularly in the UK, where CST is recommended, but not offered at scale due to capacity constraints.

1. The range assumes the use of CST-Assistant v3.0 (hybrid-at-home), CST-Home Care, and Virtual Delivery) and a low weekly utilization rate of full-time therapist. A full 7-week base program takes 40-60 hours, 4-8 patients.

Traditional CST is time consuming & staff intensive

Manual preparation

Static content

2 therapists per session



1-2 hours preparation per session



Inconsistent delivery quality among therapists

Lack of staff in constrained system

The CST-Assistant enables efficient delivery of CST

200+ ready-to-use CST sessions, developed and verified by experts

Adaptive to group specific needs

Standardized process



50% reduced preparation time²



30% increased delivery efficiency²

Cost-efficient & scalable delivery of CST

² DK and UK Usability studies, 50+ therapist interviews, 20+ user interviews and observations

UK entry with the CST-Assistant in Q3-24

The UK is the currently most health tech ready and attractive market for Brain+, as it has the worldwide highest user base potential for the CST-Assistant. 6,000 CST therapists are trained in the UK, and CST is recommended in the UK national health guidelines and mandated for prescription following a dementia diagnosis. In addition, the UK is Europe's most mature market in terms of health tech adoption and has well-established reimbursement mechanisms for health tech solutions.

To ensure a proven, cost effective and de-risked go-to-market strategy, Brain+ has partnered with Quiddity Health. Quiddity Health is the leading digital healthcare commercial operator in the UK and will under the partnership market and sell Brain+ products on a partly success-based payment model. Quiddity Health has a proven track-record of successfully helping new health tech solutions to penetrate the UK market, including Headspace, SilverCloud and Radiobotics, and the company currently serve 30+ proven health tech companies for their UK commercial scaling. With Quiddity's help, Brain+ prepares to follow in the tested footsteps of several successful UK digital health go-to-market examples.

Preparing for UK release in Q3-24, Brain+ has also partnered with AgeUK - the largest charity organization for seniors in the UK and a significant provider of CST. Under the partnership, AgeUK is conducting a usability study of the CST Assistant v2.0 to get data and evidence for the products cost-effectiveness and user-fit.

The go-to-market plan and sales trajectory focus on the National Health System in the UK, which is responsible for 80 percent of UK health care. First targets are NHS trusts that are responsible for community care, including people with dementia, while working towards larger regional contracts at the level of NHS Integrated Care Systems of up to €500.000 within 18-24 months from product release.

With UK-key opinion leader endorsement, CST being in the UK national guidelines, ongoing partnership with the most experienced UK commercialization partner, a product proven to solve key pain points and the high priority challenge of dementia for the NHS, following a known and viable de-risked go-to-market strategy, the company is strongly positioned to scale in the coming years.

Key milestones & targets

During the coming years, investors in Brain+ can expect the company to communicate a newsflow around the following target milestones:

2024

Q2 - Application for UK procurement, GCloud

Q2 - CST-Assistant v2.0 released in Denmark

Q3 - UK Medical Software certification approved for CST - Assistant v2.0

Q3 - CST-Assistant v2.0 released in the UK

★ **Q4 - First sale(s) to NHS trust(s) in the UK**

2025

• CST-Assistant v3.0 released in the UK

• CST-Home care proof-of-concept obtained

• Integration in UK CST education

• UK scaling to 5+ NHS trusts

★ • **UK MARKET BREAK-EVEN**

2026

• CST-Home Care release in the UK

• CST/CCT product proof-of-concept obtained

• UK regional reimbursement in place

• CST-Assistant recommended by NICE

• US market access foundation laid

★ • **COMPANY BREAK-EVEN**

★ = Major milestone

Health tech role model – SilverCloud

As a reference case, Quiddity in 2012 partnered with SilverCloud, a digital health tech company focusing on mental health disorders. After initial market traction in the American market, SilverCloud partnered with Quiddity Health to expand the business into the UK market for further scaling. Ten years later, after serving over a million users and contributed to economics gains for the National Health Service of more than GBP 50 million, SilverCloud was acquired by the US company Amwell (publ) in a USD 226 million deal.



Fig.1: SilverCloud's health-tech platform for managing mental health.

SilverCloud's success largely build on the company's ability to partner with NHS trusts and primary care providers to give a first introduction of their products. SilverCloud successfully also conducted several pilot programs together with partners to demonstrate the products' effectiveness. Scaling was then further enabled and accelerated as the UK government made a pledge to tackle the increasing mental health issues in the country.

Brain+ and Quiddity Health have developed a commercialization plan that are inspired by SilverClouds and adapted to the dementia care pathway. This go-to-market and scaling strategy includes conducting local pilots, expanding to NHS trusts, and eventually becoming a provider on regional and national frameworks.

There are many similarities between SilverCloud's position in 2012 and Brain+ position today that supports the choice to follow SilverCloud's footsteps for go-to-market and scaling strategy. Most importantly, both companies provides digitalization of leading analogue treatment methods, have received initial traction in local markets and uses evidence-based approaches focusing on health economics. Similarly to the mental health pledge made by the UK government in 2012, the UK government also made a pledge to tackle the increasing societal problem associated with dementia. Dementia is also a top NHS priority.

Fig.1: Snapshot of SilverCloud platform, obtained from; <https://www.silvercloudhealth.com/uk/our-solution>

The SilverCloud story

Pre UK entry

- Product and platform ready.
- Initial market traction obtained in local market

2012-2014

Market entry

- Partnered with NHS trusts
- Conducted pilot programs

2017-2018

Expansion and scaling

- 125.000 users and widespread adoption
- Used in 50% of NHS

2015-2016

Establishment

- Contracts with additional NHS trusts
- Collected further evidence and validation

2019-2022

Market leader

- 1.000.000+ users served
- Over £50 million in economic gains for NHS

2022

TRADE DEAL

Acquired by Amwell (publ) in a USD 226 million deal

Brain+ has adopted a similar go-to-market plan as SilverCloud.

The rights issue

Background

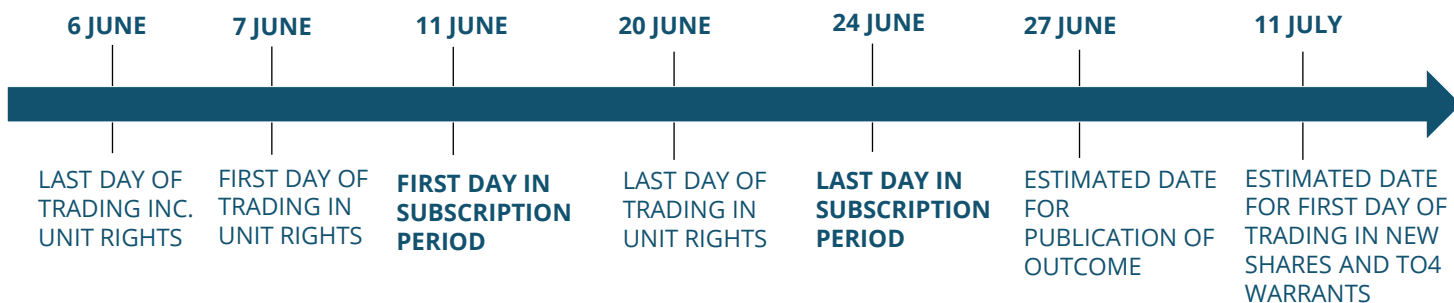
During 2023, Brain+ has streamlined its business and advanced its product pipeline while managing costs and resources optimally to extend its financial runway as much as possible. Towards the end of 2023, the company shifted its commercial focus entirely to the UK, identified as the most promising market for dementia health tech products. Early 2024, Brain+ further refined its business plan and set targeted milestones to reach proof-of-business in 2025 and cash-flow break-even end 2026.

However, Brain+ currently lacks the working capital to fully execute the UK-focused business plan. The Board has therefore decided to carry out a unit rights issue to fund ongoing operational and commercial activities. If the issue is fully subscribed and all warrants exercised at the highest exercise price, it will provide capital to fund operations until March 2026 and meet all current business plan milestones.

Use of proceeds

Maximum gross proceeds from the Rights Issue amounts to approximately DKK 18.09 million (if both steps of the transaction are fully subscribed). This will provide total net cash proceeds to Brain+ of DKK 15.21 million, which will be used primarily to fund Brain+' operations to meet the milestones defined in the UK focused business plan. This includes regulatory and other preparatory go-to-market activities in the UK, release of the CST-Assistant v2.0 in Denmark and as a medical device in the UK, first UK sales contracts and subsequent commercial scaling towards projected UK business break-even by end 2025 as an important step towards full company cash-flow break-even by end 2026 based mainly on UK sales. Secondly, proceeds will be used to advance the product pipeline towards market ready versions of the CST-Home Care product and the CST/CCT combination product for MCI.

Important dates related to the rights issue



CERTAIN DEFINITIONS

Share issue

An event where a company takes in new capital against issuing of new shares in the company.

Rights issue

A share issue in which existing shareholders receive preferential allocation when subscribing for shares.

Unit

A bundle of multiple financial instruments as a "package deal".

Unit right

A financial instrument which illustrates the pre-emptive right obtained from an existing shareholding. The unit right works like a "ticket" for guaranteed allocation when subscribing for units in the rights issue.

Warrant

A warrant is a financial instrument which gives the holder the right (but without obligation) to purchase new shares in the company at a future date and to a pre-determined price.

Detailed terms and conditions of Brain+ financial instruments can be found on the next page.

Terms and conditions for the rights issue

What is the offer?

Investors can subscribe for units in Brain+ A/S during the subscription period from 11 June 2024 to 24 June 2024. Each unit consists of eleven (11) new shares and nine (9) warrant of series TO 4. The price is DKK 0.88 per unit, corresponding to a subscription price of DKK 0.08 per share. The total offer consists of 10,161,031 units, corresponding to 111,771,341 new shares and 91,449,279 warrants of series TO 4. If the rights issue is fully subscribed, Brain+ will receive in total DKK 8.94 million before transaction related costs. If the rights issue is fully subscribed and all warrants of series TO 4 are exercised for subscription of new shares, Brain+ will receive additionally up to approximately DKK 9.14 million from the warrant exercise.

Who can participate?

Those who on the record date 10 June 2024 were registered as shareholders of Brain+ have preferential rights (illustrated by the unit rights) to subscribe for units in Brain+. Non-shareholders and existing shareholders in Brain+ are also invited to subscribe for remaining units which are not subscribed for with support of preferential rights. Such remaining units will be subscribed for to the same terms, including dates, as for those subscribing with support from unit rights.

Preferential rights

Each shareholder as per the record date on 10 June 2024, will for each one (1) share receive one (1) unit right. Nine (9) unit rights give the holder the right to subscribe for one (1) unit. Each unit consists of eleven (11) new shares and nine (9) warrant of series TO 4.

When is the subscription period?

The subscription period will commence on 11 June 2024 at 9:00 a.m. CEST and will close on 24 June 2024 at 5:00 p.m. CEST. The exercise period for warrants of series TO 4 obtained from the rights issue is between 16 September 2024 and 27 September 2024.

How do you subscribe for new units?

Subscription shall be submitted via the subscriber's account holding bank according to the bank's respective instructions. It is also possible to subscribe for shares digitally through custodian banks' (like Nordnet's) and other financial intermediaries' respective trading platforms.

How will units be allocated to subscribers?

Allocation of units will be decided by Brain+ Board of Directors, according to the following priority:

1. Subscription with support of unit right.
2. Subscription without support of unit right.
3. Guarantors of the bottom-up guarantee.
4. Guarantors of the top-down guarantee.

Payment for units will be made via the subscribers' custodian bank or financial intermediary. Subscribers without support of unit rights must ensure that the subscribed amount is available on the account on the last day of the subscription period.

Warrants of series TO 4

Each new warrant of series TO 4 entitles the holder to subscribe for one (1) new share at a subscription price within the range of DKK 0.08 – 0.10 during the exercise period which runs from 16 September 2024 until and including 27 September 2024. The exercise price for the warrants of series TO 4 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 4 is 25 September 2024.

If you want to know more

Visit www.brain-plus.com for more information about Brain+ and the rights issue of units.

Commitments in the rights Issue

First name	Last name	Company name (if investment through)	Relation to Brain+	Pre-subscription commitment ¹ amount (DKK)	Top-down guarantee commitment ² amount (DKK)	Bottom-up guarantee commitment ³ amount (DKK)	Commitment as share of issue
John	Haurum		Senior advisor	814,488.89			9.1%
Kim	Baden-Kristensen		CEO	591,735.52			6.6%
Leif	Tomasson		Investor	304,577.78			3.4%
Kenneth Egtved	Pedersen		Investor	195,555.56			2.2%
Karsten	Egtved		Investor	99,050.06			1.1%
Claus	Dalsgaard	CD Holding ApS	Investor	100,000.00			1.1%
Jannie Egtved	Pedersen		Investor	44,000.00			0.5%
Luigi Alessandro	Isoletti		Investor	72,600.00			0.8%
Jia	Li		Investor	68,139.28			0.8%
Simon	Frøsting Kristensen		Investor	50,000.00			0.6%
Allan	Henriksen		Investor	26,400.00			0.3%
Hanne Vissing	Leth		CFO	108,843.88	50,000.00		1.8%
Johan	Luthman		Board member	70,400.00	79,600.00		1.7%
Tim	Juergens	JuePes Cool Ventures UG	Chairman	97,777.78	52,222.22		1.7%
Simon	Nielsen		CSIO	8,888.88	25,000.00		0.4%
Anish	Shindore	GSD Group SL	Board member		150,000.00		1.7%
		Formue Nord Markedsneutral A/S	Investor			1,200,000.00	13.4%
Patric	Sjölund	Pronator Invest AB	Investor			350,000.00	3.9%
Jean	Dühring	JMD Holding ApS	Investor			200,000.00	2.2%
Gerhard	Dal	Capmate AB	Investor			175,000.00	2.0%
Iman	Ziai	LTZ Consulting AB	Investor			125,000.00	1.4%
Axel	Lindberg		Investor			125,000.00	1.4%
Anders	Haskel	Haskel Konsult Aktiebolag	Investor			100,000.00	1.1%
John	Moll		Investor			100,000.00	1.1%
TOTAL				2,652,457.62	356,822.22	2,375,000.00	60,2%

¹ Written commitments to subscribe for units in the rights issue. No compensation is paid.

² Commitment to subscribe for units if the rights issue is not fully subscribed by shareholders and other investors. Compensation of 10 percent is payable as units.

³ Commitment to subscribe for remaining units up to 60.2 percent of maximum amount of the issue, if the issue is not subscribed to 60.2 percent by shareholders and other investors. Compensation of 15 percent as cash alternatively 20 percent as units is payable.

Executive management



Kim Baden-Kristensen

Co-founder & CEO

- VP Marketing at Vestas A/S
- Project manager at BCG
- M.Sc. Management of Technology, Copenhagen Business School, 2003
- Cognitive Psychology studies, Uni. Of Copenhagen, 2012
- Healthcare Innovation degree HARVARD Business School (Pasteur Program) 2018



Simon Nielsen

Chief Science and Innovation Officer

- 12 years of experience as a biomedical engineer, incl as Head of innovation team at Coloplast
- Experience from several medtech startups
- Postdoc, Cognitive Neuroscience, University of Copenhagen, 2014
- PhD. Cognition and psychophysics, Danish Technical University, 2012



Hanne Vissing Leth

Chief Financial Officer

- 10+ years of experience from leading positions in finance, IR and capital market relations in both public and private biotech/medtech companies
- 10+ years of experience from Life Science investment banking
- MSc. Business Administration & International Finance

Board of directors



Tim Juergens
Chairman

- Experienced executive with a proven track record in venture capital, private equity and health care industry, including positions with Roche and Bayer.
- Senior leader with passion for innovation and value creation in Health and Care.



Anish Shindore
Board member

- 13+ years of experience from leading positions in digital care, digital acceleration, and DTx with Biogen, Novartis and Sanofi.
- Anish has executed 30+ Biotech/Pharma-HealthTech partnerships, co-developments, collaborations; & investments.



Johan Luthman
Board member

- Executive Vice President and Head of R&D at Lundbeck.
- Extensive experience in neuroscience R&D, incl. successful engagement in the development of dementia treatments from his former positions as Senior Leader of Neuroscience R&D at Serono, Merck and Eisai.



For more information about the rights issue, please contact:

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