

Brain+ A/S

Købmagergade 53, 3
1150 København K
CVR No. 36439440



Invitation to Extraordinary General Meeting

The shareholders of Brain+ A/S are hereby invited to attend an Extraordinary General Meeting on **Friday 2nd September 2022 at 09:00** CEST as a physical event at **Købmagergade 53, 3. 1150 Copenhagen.**

The agenda is:

- 1) Election of Chairman of the meeting
- 2) Election of additional board members
- 3) Approval of Remuneration Policy
- 4) Motions or resolutions from the Board of Directors or the shareholders

1 Details of agenda points

- 1) The Board of Directors proposes attorney Ricki Boye as chairman of the meeting.
- 2) The Board of Directors proposes that three additional members are elected with immediate effect. Member of the board, Jonas Nilsen, will retire from the board of Brain+ A/S provided all three candidates are elected. All directors are proposed elected for a term until the Annual General Meeting in 2023.
 - a. Pursuant to Article 11.1 of the Articles of Association, the Board of Directors proposes that Anders Härfstrand, Betül Susamis Unaran, and Johan Luthman are elected as members of the Board of Directors.
 - b. Please see Appendix 1 for a description of the nominated candidates' qualifications and positions, including information about other executive/management functions held by the candidates in Danish and foreign companies.
- 3) The Board of Directors proposes that the Remuneration Policy is approved and adopted. Please see the Remuneration Policy attached to this invitation.
 - a. The purpose of the Remuneration Policy is to ensure that the interests of the Board of Directors, and executive board, are aligned with shareholders.
 - b. Furthermore, the Remuneration Policy shall ensure that the remuneration of the Board of Directors and executive board is in line with the remuneration practice of similar companies.
- 4) The Board of Directors has no other motions or resolutions.

Adoption requirements

All proposed resolutions on the agenda may be passed by a simple majority of votes cast.

2 General information

2.1 Share capital

The Company has issued capital worth DKK 1,181,591.20, divided into shares of DKK 0.10 each. Each share of DKK 0.10 carries one vote at the Extraordinary General Meeting.

2.2 Admission to Extraordinary General Meeting

As a prerequisite for participation and voting at the Extraordinary General Meeting, a shareholder must be registered by name in the share register of the Company no later than the Record Date, Friday 26th August 2022 at 23:59 (CEST), pursuant to Article 9.2 of the Articles of Association. If you are in doubt whether your shareholding is correctly registered in your name, please contact your custodian bank.

For admission to the Extraordinary General Meeting, please send the Registration Form directly to the Company either by email at contact@brain-plus.com or mail such that the Company has the Registration Form no later than Wednesday 30th August 2022 at 23:59 (CEST) pursuant to Article 9.5 of the Articles of Association. The Registration Form can be found on the Company's website at www.brainplus.com/investor.

2.3 Proxy and postal voting

A shareholder may attend in person or by proxy, and the shareholder or the proxy holder may attend together with an advisor.

The shareholder may vote by proxy in accordance with a written and dated power of attorney.

Shareholders are encouraged to attend by proxy by completing and signing the proxy form and returning it to the Company by either email at contact@brain-plus.com or mail no later than Thursday 1st September 2022 at 23:59 (CEST) as instructed by the form and pursuant to Article 9.6 of the Articles of Association. The form can be found on the Company's website at <http://www.brainplus.com/investor>.

2.4 Additional information

The Extraordinary General Meeting is held in English.

This Invitation to the Extraordinary General Meeting, the Registration Form, the Proxy form, and the Articles of Association can be downloaded on the Company's website at www.brain-plus.com/investor.