

PROXY/VOTING BY CORRESPONDENCE FORM

in relation to the Extraordinary General Meeting to be held in
Brain+ A/S, CVR. no. 36439440 (the "Company")
on 13 April 2023, at 3.00 PM (CEST)
at the Company's address Købmagergade 53, 3 1150 København K, Denmark

Name of shareholder: _____

Address: _____

Zip code and city: _____

I, the undersigned hereby grant authority by proxy or vote by correspondence at the above-mentioned Extraordinary General Meeting of the Company as set out below:

Please mark the appropriate box A), B), C), or D). Please note that it is only possible either to grant authority by proxy or to vote by correspondence.

- A) Proxy is given to an identified third person: _____
Name and address of the proxy holder (CAPITAL LETTERS)
- B) Proxy is given to the Board of Directors (with a right to substitution) to vote in accordance with the recommendations of the Board of Directors as stated in the table below.
- C) Proxy is given to the Board of Directors (with a right of substitution) to vote in accordance with the voting directions given below. Please mark the box "FOR", "AGAINST" or "ABSTAIN" to indicate your directions.
- D) The vote by correspondence is given in accordance with the voting directions given below. Please mark the box "FOR", "AGAINST" or "ABSTAIN" to indicate your directions. The vote by correspondence is irrevocable.

Items on the agenda (the full agenda is included in the notice of the meeting)	FOR	AGAINST	ABSTAIN	The Board's recommendation
1. Proposal to authorize the Board of Directors to increase the Company's share capital and to issue warrants as part of a contemplated rights issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
2. Proposal to authorize the Board of Directors to issue warrants to Gemstone Capital A/S	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
3. Proposal to issue warrants to key employees and to delete the existing authorisation to the board of directors in clause 4.2 of the articles of association to issue incentive warrants to employees and others	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4. Proposal to authorize the Board of Directors to increase the Company's share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
5. Proposal to amend the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
6. Approval of authorization of the Chairman of the meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR

A form that has only been dated and signed shall be considered as a proxy given to the Board of Directors to vote in accordance with the recommendations of the Board of Directors as they appear in the table above.

The proxy shall apply to all subjects discussed at the Extraordinary General Meeting. If new proposals are presented and put to the vote, including proposals for amendments, the proxy holder shall vote on your behalf in accordance with his or her own convictions. The proxy/vote by correspondence applies to the number of shares in the possession of the undersigned on the record date, 5 April 2023. The shareholding is calculated on the basis of the entry in the Company's register of shareholders and notifications of ownership that the Company has received, but not yet entered in the register of shareholders.

The proxy shall be sent to the Company at the e-mail address: contact@brain-plus.com so that it has arrived no later than 12 April 2023, at 11:59 PM (CEST).

_____ 2 0 2 3

Signature