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BrainCool AB (publ) publishes prospectus due to the upcoming rights issue

BrainCool AB (publ) ("BrainCool" or the "Company") has, in connection with the Company's upcoming rights issue of shares, that was announced on 15 April 2024 (the "Rights Issue"), prepared an EU Growth Prospectus (the "Prospectus"), which today has been approved and registered by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen).

Publication of the Prospectus

The Prospectus has been prepared in connection with the Rights Issue and has today, 29 April 2024, been approved and registered by the Swedish Financial Supervisory Authority. The Prospectus is available on BrainCool's website (www.braincool.se). The Prospectus will also be available on the Swedish Financial Supervisory Authority's website (www.fi.se).

For further information on the Rights Issue, please refer to the Prospectus.

Timetable for the Rights Issue

29 April 2024	Record date for participation in the Rights Issue
2 May 2024 – 13 May 2024	Trading in subscription rights on Nasdaq First North Growth Market
2 May 2024 – 16 May 2024	Subscription period
2 May 2024 – 4 June 2024	Trading in BTA
21 May 2024	Announcement of the outcome of the Rights Issue

Advisors

Zonda Partners AB and DNB Markets, a part of DNB Bank ASA, Sweden Branch are acting as Joint Global Coordinators in connection with the Rights Issue. Setterwalls Advokatbyrå AB is acting as legal advisor to the Company and Nordic Issuing AB is acting as issuing agent in connection with the Rights Issue.

For more information, contact

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The information was submitted for publication, through the agency of the contact person set out above, on 29 April 2024, 17:40 CEST.

About Us

BrainCool AB (publ) is an innovative medical technology company that develops, markets and sells leading medical cooling systems for indications and areas with significant medical added value in healthcare. BrainCool AB (publ) is headquartered in Lund, Sweden. The share is listed on Nasdaq First North Growth Market, under the ticker "BRAIN". The Company's Certified Adviser is Eminova Fondkommission AB.

IMPORTANT INFORMATION

The information in this press release does not contain or constitute an offer to acquire, subscribe or otherwise trade in shares or other securities in BrainCool. No action has been taken and measures will not be taken to permit a public offering in any jurisdictions other than Sweden. Any invitation to the persons concerned to subscribe for shares in BrainCool has only been made through the Prospectus that BrainCool published on 29 April 2024 on BrainCool's website, www.braincool.se. The approval of the Prospectus by the Swedish Financial Supervisory Authority shall not be regarded as an approval of the Company's shares or any other securities. This release is not a prospectus in accordance with the definition in the Prospectus Regulation (EU) 2017/1129 ("**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in shares or other securities in BrainCool. In order for investors to fully understand the potential risks and benefits associated with a decision to participate in the Rights Issue, any investment decision should only be made based on the information in the Prospectus. Thus, investors are encouraged to review the Prospectus in its entirety. In accordance with article 2 k of the Prospectus Regulation this press release constitutes an **advertisement**.

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

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

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” (within the meaning of the United Kingdom version of the EU Prospectus Regulation (2017/1129/ EU) which is part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018) who are (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); (ii) high net worth entities etc. falling within Article 49 (2)(a) to (d) of the Order; or (iii) such other persons to whom such investment or investment activity may lawfully be made available under the Order (all such persons together being referred to as “relevant persons”). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

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

This information, the opinions and the forward-looking statements included in this press release are only applicable as of this date and may change without any notice thereof. BrainCool does not undertake to publish any updates or amendments of forward-looking statements, future events or similar circumstances other than what is required by applicable legislation.

As BrainCool conducts activities worthy of protection in accordance with the Act (2023:560) on the Screening of Foreign Direct Investments, certain investments in the Rights Issue may require review by the Swedish Inspectorate of Strategic Products. The Company will, no later than in connection with the publication of the Prospectus, publish more information about this on the Company’s website, www.braincool.se.

This information is information that BrainCool is obliged to make public pursuant to the Financial Instruments Trading Act. The information was submitted for publication at 2024-04-29 17:40 CEST.

Attachments

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