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THIS PRESS RELEASE CONTAINS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE (7)(1) OF THE EUROPEAN MARKET ABUSE REGULATION (596/2014)

ONWARD® Medical Launches Capital Increase by Way of an Accelerated Bookbuild Offering and of a Public Offering in France for an Indicative Amount of EUR 15 Million, with an Up to EUR 5 Million Upsize Option

The Capital Increase is aimed at institutional investors and certain founders, management and members of the Board of Directors by way of an accelerated bookbuild offering through a Private Placement via the Joint Bookrunners as well as retail investors by way of a Public Offering in France via the PrimaryBid platform

Existing shareholders INKEF Capital and EQT Life Sciences as well as certain founders, management and members of the Board of Directors to participate in the Accelerated Bookbuild Offering

Issue price of €4.50 per new share, a 16.6% discount to 30-Day Volume Weighted Average Price (VWAP) from closing price of March 19, 2024¹

EINDHOVEN, the Netherlands — March 20, 2024, 5:40 pm CET — ONWARD Medical N.V. (Euronext: ONWD) (the “Company” or “ONWARD Medical”), the medical technology company creating innovative spinal cord stimulation therapies to restore movement, function, and independence in people with spinal cord injury (SCI) and movement disorders, announces today the launch of a capital increase by way of an accelerated bookbuild offering through a private placement with institutional investors and certain founders, management and members of the Board of Directors (the “Private Placement”) via the Joint Bookrunners (as defined below) and a separate public offering via the PrimaryBid platform with retail investors in France (the “Public Offering”) of ordinary shares with a nominal value of EUR 0.12 each in the Company’s issued share capital (such shares the “New Shares” and the Private Placement and the Public Offering together, the “Offerings”). The final number of New Shares placed and the issue price per New Share (the “Issue Price”) will be announced after pricing of the Offerings. The New Shares will be issued from the Company’s authorized capital under exclusion of the existing shareholders’ pre-emptive rights. “It is the Company’s intention to raise gross proceeds of indicatively EUR 15 million from the Offerings, with an up to EUR 5 million upsize option.

¹ Source: Euronext data

ONWARD Medical currently envisions using the net proceeds of the Offerings to:

- Fund research & development activities, including continued product development and regulatory approval of the investigational ARC-EX[®] System to restore hand and arm function and the investigational ARC-IM[®] System for improved blood pressure regulation after spinal cord injury (45%);
- Establish a commercial organization in preparation for expected US launch of the ARC-EX System second half of this year, including hiring a field sales organization, producing training and education materials, attending congresses and events, developing customer support capabilities, and conducting market access and reimbursement activities (15%);
- Build quality, operations, and other infrastructure capabilities (35%); and
- Fund working capital requirements (5%).

The net proceeds from the Offerings are expected to extend the current cash runway of the Company into mid-2025.

Details of the Offerings

The New Shares are to be offered to qualified investors in a Private Placement, which will be initiated immediately after this announcement. The New Shares will be offered outside the United States in reliance on Regulation S under the US Securities Act of 1933, as amended, (the "Securities Act") and in the United States to "qualified institutional buyers" as defined in Rule 144A under the Securities Act in transactions exempt from, or not otherwise subject to, the registration requirements of the Securities Act in reliance on Section 4(a)(2) of the Securities Act. The Public Offering will run in parallel with the Private Placement and the New Shares in the Private Placement and the Public Offering will be placed at the same Issue Price.

A separate announcement will be made shortly regarding the Public Offer in France via the PrimaryBid platform and its terms.

The Company expects the existing shareholders INKEF Capital and EQT Life Sciences (for an aggregated amount of EUR 3 million) as well as the following management, founders, and members of the Board of Directors of the Company: Dave Marver, CEO; Robert Odell, VP Operations; Lorenzo Fanti, VP Legal; Co-Founders Jocelyne Bloch and Grégoire Courtine, CSO; and Directors Ian Curtis, Kristina Dziekan, and Fred Colen (for an aggregated amount of c. EUR 1 million) to support and participate in the Private Placement.

The results of the Offerings, including the number of New Shares and the Issue Price will be announced upon completion of the bookbuilding process, which is expected prior to market opening on March 21, 2024, subject to acceleration or extension. The timing of the closing of the orderbook, pricing, and allocations are at the absolute discretion of the Company and the Joint Bookrunners.

Subject to acceleration or extension, the New Shares are expected to be listed and admitted to trading on Euronext Brussels and Euronext Amsterdam on March 25, 2024 and payment and delivery of the New Shares are expected to take place on March 25, 2024. The New Shares will rank pari passu in all respects with the existing ordinary shares in the Company.

Bryan, Garnier & Co is acting as Sole Global Coordinator and, together with Bank Degroof Petercam SA/NV and KBC Securities NV, as Joint Bookrunners (the "Joint Bookrunners") of the Private Placement.



In relation to the Private Placement, the Company has agreed with the Joint Bookrunners to a 90-day standstill period on future share issuances waivable by the Joint Bookrunners and subject to customary exceptions. Certain members of the Board of Directors and John Murphy have agreed with the Joint Bookrunners to a market customary 180-day lock-up period waivable by the Joint Bookrunners and subject to customary exceptions.

**All ONWARD Medical devices and therapies, including but not limited to ARC-IM®, ARC-EX®, ARC-BCI™, and ARC Therapy™, alone or in combination with a brain-computer interface (BCI), are investigational and not available for commercial use.*

About ONWARD® Medical

ONWARD Medical is a medical technology company creating therapies to restore movement, function, and independence in people with spinal cord injury (SCI) and movement disabilities. Building on more than a decade of science and preclinical research conducted at leading neuroscience laboratories, the Company has received ten Breakthrough Device Designations from the US Food and Drug Administration for its ARC Therapy™ platform.

ONWARD® ARC Therapy, which can be delivered by external ARC-EX® or implantable ARC-IM® platforms, is designed to deliver targeted, programmed spinal cord stimulation. Positive results were presented in 2023 from the Company's pivotal study, called Up-LIFT, evaluating the ability for transcutaneous ARC Therapy to improve upper extremity strength and function. The Company is now preparing regulatory approval submissions for ARC-EX for the US and Europe. In parallel, the Company is conducting studies with its implantable ARC-IM platform, which demonstrated positive interim clinical outcomes for improved blood pressure regulation, a component of hemodynamic instability, following SCI. Other ongoing studies include combination use of ARC-IM with a brain-computer interface (BCI) to address multiple symptoms of SCI.

Headquartered in Eindhoven, the Netherlands, ONWARD Medical has a Science and Engineering Center in Lausanne, Switzerland and a US office in Boston, Massachusetts. The Company also has an academic partnership with .NeuroRestore, a collaboration between the Swiss Federal Institute of Technology (EPFL) and Lausanne University Hospital (CHUV).

ONWARD Medical is listed on Euronext Brussels and Amsterdam (ticker: ONWD).

For more information, visit [ONWD.com](https://onwd.com) and connect with us on LinkedIn and YouTube.

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Disclaimer

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Additional important information

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This document (and the information contained within) is an advertisement and not a prospectus within the meaning of the Regulation (EU) 2017/1129 in each member state ("Member State") of the European Economic Area (the "Prospectus Regulation"). The Company has not authorised any offer to the public of Securities in any Member State of the European Economic Area other than within the Republic of France. With respect to each Member State (each a "Relevant State"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant State. As a result, the Private Placement Shares may and will only be offered in Relevant States (i) to any legal entity which is a qualified investor as defined in the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation. The Public Offered Shares may and will only be offered in the Republic of France pursuant to Article 3(2) lit. b of the Prospectus Regulation. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Securities. Further for the purpose of this paragraph, "Private Placement Shares" means the Securities that form part of the Private Placement in the European Economic Area (other than France) and "Public Offered Shares" means the Securities that form part of the Public Offer.

This document (and the information contained within) is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129, as it forms part of U.K. domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "U.K. Prospectus Regulation"). No action has been undertaken or will be undertaken that constitutes an offer of the securities referred to herein to the public in the United Kingdom or requires the publication of a prospectus in the United Kingdom. The securities referred to herein may not and will not be offered in the United Kingdom, except to relevant persons in accordance with the exemptions set forth in the U.K. Prospectus Regulation.

In the United Kingdom, this document is only being distributed to and is only directed at persons who are “qualified investors” within the meaning the U.K. Prospectus Regulation, and who are also (i) investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”), or (ii) high net worth companies, unincorporated associations and other bodies to whom it may otherwise lawfully be communicated in accordance with Article 49(2)(a) to (d) of the Order, or (iii) persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “Relevant Persons”). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

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Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended from time to time (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any ‘manufacturer’ (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the offered shares have been subject to a product approval process, which has determined that the offered shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the offered shares may decline and investors could lose all or part of their investment; the offered shares offer no guaranteed income and no capital protection; and an investment in the offered shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Private Placement. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the placement agents in the Private Placement will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the offered shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the offered shares and determining appropriate distribution channels.

Bryan, Garnier & Co, Degroof Petercam and KBC are acting exclusively for the Company and no one else in connection with the Private Placement. In connection with such matters, they, their affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Private Placement or any other matters referred to in this announcement.