SUMMARY

Section A – Introduction and Warnings

This summary should be read as an introduction to this prospectus (this "**Prospectus**") prepared in connection with the listing of 10,000,000 ordinary shares in the issued share capital of ONWARD Medical N.V. (the "**Company**") with a nominal value of EUR 0.12 per share (the "**New Ordinary Shares**") with a primary listing on Euronext in Brussels, a regulated market operated by Euronext Brussels SA/NV ("**Euronext Brussels**"), a secondary listing on Euronext in Amsterdam, a regulated market operated by Euronext Amsterdam N.V. ("**Euronext Amsterdam**"), and a secondary listing on Euronext in Paris (the "**Listing**"), a regulated market operated by Euronext Paris S.A. ("**Euronext Paris**", and together with Euronext Brussels and Euronext Amsterdam, "**Euronex**t").The ordinary shares in the share capital of the Company, each with a nominal value of EUR 0.12, are admitted to trading on Euronext under the symbol "ONWD" (the "**Ordinary Shares**").

The Company's statutory seat (*statutaire zetel*) is in Amsterdam, the Netherlands, and its registered office is at Schimmelt 2, 5611 ZX Eindhoven, the Netherlands. The Company's telephone number is + 31 40 288 2830 and its website is (www.onwd.com). The Company is registered in the Commercial Register of the Chamber of Commerce (*Handelsregister van de Kamer van Koophandel*) under number 64598748 and its legal entity identifier ("**LEI**") is 9845007A2CC4C8BFSB80. The international securities identification number ("**ISIN**") of the Ordinary Shares is NL0015000HT4.

This Prospectus was approved on 24 October 2024 as a prospectus for the purposes of Article 3 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (including any relevant delegated regulations) (the "**Prospectus Regulation**") by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**"), as competent authority under the Prospectus Regulation. This Prospectus has, following its approval thereof by the AFM, been notified to the Financial Services and Markets Authority in Belgium (the "**FSMA**") and to the French Authority of the Financial Markets (*Autorité des Marchés Financiers*, the "**AMF**") for passporting in accordance with article 25 of the Prospectus Regulation. The AFM's address is Vijzelgracht 50, 1017 HS Amsterdam, the Netherlands. Its telephone number is +31 (0)20 797 2000 and its website is www.afm.nl.

Any decision to invest in the Ordinary Shares should be based on a consideration of this Prospectus as a whole by the investor. An investor could lose all or part of the invested capital, and where the investor's liability is not limited to the amount of the investment, the investor could lose more than the invested capital. Where a claim relating to the information contained, or incorporated by reference into, this Prospectus is brought before a court, the plaintiff investor might, under the relevant national legislation, have to bear the costs of translating this Prospectus before the legal proceedings can be initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of this Prospectus, or where it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the Ordinary Shares.

Section B – Key Information on the Issuer

Who is the issuer of the securities?

The issuer of the Ordinary Shares is the Company. The Company is incorporated as a public company with limited liability (*naamloze vennootschap*) with its statutory seat (*statutaire zetel*) in Amsterdam, the Netherlands and operating under the laws of the Netherlands. The Company's LEI is 9845007A2CC4C8BFSB80 and its trade register number is 64598748. The Company together with its subsidiaries is a group within the meaning of article 2:24b of the Dutch Civil Code (*Burgerlijk Wetboek*) ("**DCC**") (the "**Group Companies**", each a "**Group Company**", and together with the Company, the "**Group**"). The Company is a medical technology company developing and commercializing innovative therapies to enable functional recovery for people with Spinal Cord Injury ("**SCI**"). The Company's technology platforms are based on ONWARD ARC™ Therapy ("**ARC Therapy**"), targeted, programmed electrical stimulation of the spinal cord designed to restore movement, independence, and health in people with SCI. ARC Therapy consists of two investigational proprietary platforms, one implantable platform ("**ARC^{IM}**") and one external platform ("**ARC^{EX}**"), both designed to improve mobility and quality of life by addressing a wide range of challenges confronting people with SCI and potentially other diseases/disorders, such as Parkinson's disease and Stroke. Since its inception, the Company has not yet generated any revenues or net cash flows from sales of its products. ARC^{EX} and ARC^{IM}, the Company's most advanced products and its only products in clinical development, have not yet been approved for marketing.

As of the date of this Prospectus, the Company's authorized share capital comprises Ordinary Shares, which are admitted to listing and trading on Euronext, and preferred shares having a nominal value of EUR 0.12 (the "**Preferred Shares**"; the Preferred Shares, the Ordinary Shares and the New Ordinary Shares are together referred to as the "**Shares**"). As an anti-takeover measure, the Company's general meeting of shareholders has

authorized the Board (as defined below) to grant a call option to an independent foundation under Dutch law (if and when incorporated, the "**Protective Foundation**"), to acquire Preferred Shares pursuant to a call option agreement which may be entered into between the Company and the Protective Foundation if then existing. In addition, on 28 October 2024 the Company will issue the New Ordinary Shares. As of the date of the Prospectus, the Company's share capital comprises Ordinary Shares and New Ordinary Shares. Upon the Listing, all of the Company's Ordinary Shares, Preferred Shares and New Ordinary Shares, each with a nominal Value of EUR 0.12 will be listed.

The Company´s major shareholders and their respective shareholdings are listed in the following table. These shareholders hold a direct or indirect capital or voting interest of 3% or more in the Company´s total issued share capital (a substantial holding within the meaning of Chapter 5.3 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) as of the date of this Prospectus.

Shareholders	**Ordinary Shares as of the Date of this Prospectus***		
	Amount	**Share capital**	**Voting rights**
Ottobock SE & Co. KGaA	4,500,000	540,000.00	10.1%
INKEF Capital B.V.	3,987,754	475,530.48	8.9%
LSP Advisory B.V.	3,883,368	466,004.16	8.7%
Gimv (Private Equity)	3,201,689	384,202.68	7.2%
Wellington Partners GmbH	2,638,936	316,672.32	5.9%

* Takes into account the effect of 10,000,000 New Ordinary Shares sold in the Private Placement and to be issued on the Listing Date.

The Company has a one-tier board consisting of one or more executive directors (*uitvoerend bestuurders*) and one or more non-executive directors (*niet-uitvoerend bestuurders*) (together the "**Board**" and each a "**Director**"). Dave Marver is the Executive Director, and Jan Øhrstrøm, Fredericus Colen, Grégoire Courtine, Ian Curtis, John de Koning, Kristina Dziekan, Vivian Riefberg, Rahma Samow and Rob ten Hoedt are the Non-Executive Directors. The Company's independent auditor is EY Accountants B.V. ("**EY**").

What is the key financial information regarding the issuer?

Interim Condensed Consolidated Financial Statements for the six-months-period ended 30 June 2024 and the Consolidated Financial Statements as of and for the Year ended 31 December 2023

The following tables set out information from the Company's interim condensed consolidated financial statements as of and for the six-month-period ended 30 June 2024 (the "**Interim Condensed Consolidated Financial Statements**"), which have been prepared in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union and which have not been audited or reviewed and the consolidated financial statements as of and for the year ended 31 December 2023, which have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**") and Part 9 of Book 2 of the Dutch Civil Code (the "**Consolidated Financial Statements**"). Ernst & Young Accountants LLP has audited the Consolidated Financial Statements and has issued an unqualified independent auditor's report thereon.

Condensed Consolidated Statement of Profit and Loss

	Audited		**Unaudited**	
	For the year ended 31 December		**For the six-month-period ended 30 June**	
In EUR thousand	**2023**	**2022**	**2024**	**2023**
Total Revenues and Other Income	532	2,148	208	928
Operating Loss for the Period	(35,463)	(32,028)	(18,749)	(18,780)
Net Loss for the Period	(36,181)	(32,772)	(18,252)	(19,282)
Earnings Per Share (EUR):				
Basic earnings per ordinary share attributable to shareholders:	(1.20)	(1.09)	(0.53)	(0.64)

Diluted earnings per ordinary share attributable to shareholders:	(1.20)	(1.09)	(0.53)	(0.64)

Condensed Consolidated Statement of Financial Position

	Audited		Unaudited
	As of 31 December		As of 30 June
In EUR thousand	2023	2022	2024
Total assets	43,629	76,593	46,854
Total equity attributable to shareholders	17,931	52,631	18,348

Condensed Consolidated Statement of Cash Flows

	Audited		Unaudited	
	For the year ended 31 December		For the six-month-period ended 30 June	
In EUR thousand	2023	2022	2024	2023
Net cash generated / (used) from operating activities	(32,270)	(26,685)	(14,805)	(18,391)
Net cash generated / (used) from investing activities	19,578	(20,417)	(7,524)	(5,303)
Net cash generated / (used) from financing activities	813	(557)	17,642[(1)]	775

(1) This does not include any proceeds under the Runway Loan (as defined below).

No pro forma financial information has been included in this Prospectus.

Working Capital Statement

On the date of this Prospectus, the Group is of the opinion that it does have sufficient working capital to meet its present requirements and cover the working capital needs for a period of at least 12 months following the date of this Prospectus.

What are the key risks that are specific to the issuer?

The following key risks relate to the Group's business, results of operations, financial condition and prospects. In selecting and ordering the risk factors, the Group has considered circumstances such as the probability of the risk materializing on the basis of the current state of affairs, the potential impact which the materialization of the risk could have on the Group's business, financial condition, results of operations and prospects, and the attention that management of the Group would on the basis of current expectations have to devote to these risks if they were to materialize. Investors should read, understand and consider all risk factors, which are material and should be read in their entirety, as set out under "*Risk Factors*" beginning on page 15 of this Prospectus before making a decision to invest in the Ordinary Shares.

- The Company is wholly dependent on the success of two investigational devices, the ARC^{IM} and ARC^{EX} platforms. Even if the Company is able to complete clinical development and obtain favorable clinical results for the initial indications it is pursuing, it may not be able to obtain regulatory clearance or approval for, or successfully commercialize, its ARC^{IM} and ARC^{EX} platforms;
- The Company has incurred significant operating losses since inception, and expects to incur operating losses in the future, and it may not be able to achieve or sustain profitability, which may adversely affect the market price of its Ordinary Shares and ability to raise capital and continue operations;
- The Company will require additional capital to finance its planned operations, which may not be available to it on acceptable terms or at all. This may adversely affect the Company's sales and marketing plan, its ongoing research and development efforts and have a material adverse effect on its business, financial condition, and result of operations;
- On 28 June 2024, the Company, ONWARD Medical S.A. and ONWARD Medical Inc. signed a loan and security agreement in the amount of up to EUR 52.5 million with U.S.-based lender Runway Growth Finance Corp. ("**Runway**") (the "**Runway Loan**"). The Runway Loan is divided into five individual credit tranches, with the availability of the second, third and fourth credit tranche being subject to the Company's

achievement of certain milestones. It bears an interest rate equal to Term Secured Overnight Financing Rate (SOFR) for a three-month interest period (currently at 6.00% and subject to a 4.25% floor), plus margin of 6.50%. It cannot be guaranteed, that the Company will generate the necessary liquidity to be able to pay the interest due under the Runway Loan in addition to the investments required to develop its operating business. If the Company or a Group Company breaches an obligation under the Runway Loan (including, but not limited to, failure to comply with covenants or a payment default), they may be required to repay the loan before it would ordinarily become due and Runway may dispose of the significant collateral the Company and the Group Companies have furnished to secure the loan. This may have a material adverse effect on the Company's net assets and its financial condition;

- The Company may face substantial competition, which may result in others discovering, developing, or commercializing products before or more successfully than it does;
- Enrollment and retention of patients in clinical trials is an expensive and time-consuming process and could be made more difficult or rendered impossible by multiple factors outside the Company's control, which could cause significant delays in the completion of such trials or may cause it to abandon one or more clinical trials;
- The Company must solve technical and engineering challenges prior to being able to offer a commercialized product to the SCI patient population. In addition, the Company must obtain FDA clearance or approval before it can sell any of its products in the United States and CE Certification before it can sell any of its products in the European Union. Approval of similar regulatory authorities in countries outside the United States and the European Union is required before it can sell its products in countries that do not accept FDA clearance or approval or CE Certification. The Company may incur additional costs or experience delays in completing, or ultimately be unable to complete, the development and commercialization of its products if such clearance or approval is denied or delayed;
- If the Company obtains clearance or approval for its products, their commercial success will depend in part upon the level of reimbursement it receives from third parties for the cost of its products to users;
- If its investigational devices are cleared or approved, the Company will need to receive access to hospital facilities and clinics, or its sales may be negatively impacted;
- The Company may not receive the necessary approvals, granted de novo classifications, or clearances for its ARC^{EX} and ARC^{IM} platforms or future devices and expanded indications, and failure to timely obtain these regulatory clearances or approvals would adversely affect its ability to grow its business;
- The clinical development process required to obtain regulatory clearances or approvals is lengthy and expensive with uncertain outcomes, and the data developed in those clinical trials is subject to interpretation by FDA and foreign regulatory authorities. If clinical trials of the current ARC^{EX} platform and ARC^{IM} platform and future products do not produce results necessary to support regulatory clearance or approval, a granted de novo classification or clearance in the United States or, with respect to the Company's current or future products, elsewhere, it will be unable to commercialize these products and may incur additional costs or experience delays in completing, or ultimately be unable to complete, the commercialization of those products;
- Substantially all of the Group's assets, including intellectual property, are pledged to Runway, and the enforcement of such pledge could substantially harm the future development and operations of the Company ; and
- The Company licenses certain technology underlying the development of its investigational devices and the loss of the license would result in a material adverse effect on its business, financial position, and operating results and cause the market value of its Ordinary Shares to decline.

Section C – Key Information on the Securities

What are the main features of the securities?

The Ordinary Shares constitute the issued share capital of the Company, which consists of 34,628,832 ordinary shares in the issued share capital of the Company with a nominal value of EUR 0.12 per share. The Ordinary Shares are denominated in and trade in euro on Euronext. The ISIN of the Ordinary Shares is NL0015000HT4.

The Ordinary Shares (including the New Ordinary Shares) rank *pari passu* with each other and Shareholders are entitled to dividends and other distributions declared after the adoption of the annual accounts that show that such distribution is allowed and paid on them. The Board may also resolve to make interim distributions in accordance with the articles of association of the Company (the "**Articles of Association**"). Each Ordinary Share carries distribution rights and entitles its holder to the right to attend and cast one vote at the general meeting of the Company, being the corporate body, or where the context so requires, the physical meeting of Shareholders (*algemene vergadering*) (the "**General Meeting**"). There are no restrictions on voting rights attaching to the Ordinary Shares.

Upon the issue of Ordinary Shares or grant of rights to subscribe for Ordinary Shares, subject to exceptions (i.e. in case of an issue of Ordinary Shares to employees of the Company or a Group Company, against a contribution other than in cash or pursuant to the exercise of a previously acquired right to subscribe for Ordinary Shares), each Shareholder shall have a pre-emptive right in proportion to the number of Ordinary Shares already held by it. No pre-emption rights are attached to Preferred Shares and no pre-emption rights apply in the event of an issue of Preferred Shares. Pre-emptive rights have been limited or excluded by a resolution of the General Meeting authorizing the Board to issue Ordinary Shares or grant rights to subscribe for Ordinary Shares for a period of 18 months following 13 June 2024 and to limit or exclude the pre-emptive rights pertaining to such Ordinary Shares and rights in connection therewith in order to satisfy obligations under employee incentive plans and for other purposes without the expense of calling an extraordinary general meeting of Shareholders. This authorization of the Board is limited to up to a maximum of 10% of the Company's issued share capital, provided that the above-mentioned percentage shall be calculated by reference to the Company's issued share capital determined as at the close of business on 13 June 2024. In addition, the General Meeting authorized the Board for a period of 18 months following 13 June 2024 to issue Ordinary Shares and grant rights to subscribe for Ordinary Shares for up to a maximum of 50% of the Ordinary Shares issued and outstanding at the close of business on 13 June 2024 and to limit or exclude the pre-emptive rights in connection with one or more potential capital raises or for other strategic purposes. The Board exercised the authorization to exclude the pre-emptive rights pertaining to such Ordinary Shares and rights in connection with the issuance of the New Ordinary Shares on 28 October 2024.

In the event of insolvency proceedings, any claims of Shareholders are subordinated to those of the creditors of the Company. This means that an investor could potentially lose all or part of its invested capital. If and to the extent that Preferred Shares are outstanding, such Preferred Shares shall have a relative preference over the Ordinary Shares in making dividend distributions or in connection with a distribution being made upon liquidation of the Company.

There are no restrictions on the transferability of the Ordinary Shares in the Articles of Association. However, the offering to persons located or resident in, or who are citizens of, or who have a registered address in countries other than the Netherlands, Belgium and France and the transfer of Ordinary Shares into jurisdictions other than the Netherlands, Belgium and France may be subject to specific regulations or restrictions.

The Company has never paid or declared any cash dividends in the past and does not anticipate paying any cash dividends in the foreseeable future. The Company intends to retain all available funds and any future earnings to fund the further development and expansion of the Company's business.

Where will the securities be traded?

Application has been made to list all New Ordinary Shares under the symbol "ONWD" on Euronext Brussels (primary listing), Euronext Amsterdam (secondary listing) and Euronext Paris (secondary listing). Trading in the New Ordinary Shares on Euronext is expected to commence, on an "as-if-when-issued-and/or-delivered" basis, on or about 28 October 2024 (the "**Listing Date**"). Prior to the Listing Date, all Ordinary Shares other than the New Ordinary Shares were already admitted to listing and trading on Euronext.

What are the key risks that are specific to the securities?

The following key risks relate to the Ordinary Shares, results of operations, financial condition and prospects. In selecting and ordering the risk factors, the Group has considered circumstances such as the probability of the risk materializing on the basis of the current state of affairs, the potential impact which the materialization of the risk could have on the Group's business, financial condition, results of operations and prospects, and the attention that management of the Group would on the basis of current expectations have to devote to these risks if they were to materialize. Investors should read, understand and consider all risk factors, which are material and should be read in their entirety, as set out under "Risk Factors" beginning on page 15 of this Prospectus before making a decision to invest in the Ordinary Shares:

- The payment of any future dividends will depend on the Group's financial condition and results of operations, as well as on the Company's operating subsidiaries' distributions to the Company; and
- Certain significant shareholders of the Company after the Listing may have different interest from the Company and may be able to control the Company, including the outcome of shareholder votes.

Section D – Key Information on the Listing

Under which conditions and timetable can I invest in the securities?

The Listing. The Listing is expected to occur on the Listing Date.

Admission to trading. Prior to the Listing Date, all Ordinary Shares other than the New Ordinary Shares were already admitted to listing and trading on Euronext. Application has been made to admit the New Ordinary

Shares to listing and trading on Euronext Brussels (primary listing), Euronext Amsterdam (secondary listing) and Euronext Paris (secondary listing) under the symbol "ONWD" with ISIN NL0015000HT4. Trading in the New Ordinary Shares on Euronext Brussels (primary listing), Euronext Amsterdam (secondary listing) and Euronext Paris (secondary listing) is expected to commence on the Listing Date.

Listing Agent: ING BANK N.V. is the listing agent with respect to the Listing.

Dilution. The private placement of the New Ordinary Shares to certain qualified investors as defined in Article 2 of the Prospectus Regulation (the "**Qualified Investors**") in the European Economic Area, to certain qualified investors as defined in the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**") in the United Kingdom who are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**Financial Promotion Order**"), (ii) high net worth entities or other persons falling within Article 49(2)(a) to (d) of the Financial Promotion 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 (as amended, the "**FSMA 2000**")) in connection with the issue or sale of any New Ordinary Shares may otherwise lawfully be communicated or caused to be communicated (all such persons being referred to as "**Relevant Persons**") and to institutional investors in certain other jurisdictions (the "**Private Placement**") will result in dilution of voting interests of the shareholders of the Company holding shares in the Company prior to the Private Placement.. The New Ordinary Shares, subscribed for by the investors who participated in the Private Placement, have already been allocated to the investors in the Private Placement on 24 October 2024. The dilutive effect following the consummation of the Private Placement is summarized in the table below:

	Prior to the Private Placement	**Subsequent of the Private Placement**
Number of ordinary shares each with a nominal value of EUR 0.12	34,628,832	44,628,832
% dilution		22.4

Estimated expenses. The expenses and taxes related to the Private Placement and the Listing payable by the Company are estimated at approximately EUR 3.4 million.

Who is the issuer and/or the person asking for the Listing?

The Company is listing the New Ordinary Shares. The Company is incorporated as a public company with limited liability (*naamloze vennootschap*) with its statutory seat (*statutaire zetel*) in Amsterdam, the Netherlands and operating under the laws of the Netherlands. The Company's LEI is 9845007A2CC4C8BFSB80 and its trade register number is 64598748.

Why is this prospectus being produced?

Reasons Listing and use of proceeds. The Listing will create liquidity for the holders of the New Ordinary Shares. The Company intends to distribute the net proceeds from the Private Placement as follows: (i) approximately 40% to fund research and development initiatives, including continued product development, clinical studies and regulatory activities for the investigational ARC^{EX} system to restore hand and arm function, the investigational ARC^{IM} system for improved blood pressure regulation and other exploratory indications, and the investigational system, that uses brain-computer interface ("**BCI**") technology in conjunction with ARC^{IM} Therapy ("**ARC^{BCI}**") to restore thought-driven movement of the human body after SCI, (ii) approximately 30% to support the expected commercial launch of the ARC^{EX} system in the United States of America in the second half of 2024, including hiring a field sales organization and conducting selling activities, producing training and education materials and conducting training events, attending congresses, developing customer support capabilities and conducting customer support activities, and conducting market access and reimbursement activities, (iii) approximately 20% for building quality, operations and administrative capabilities, (iv) approximately 5% for working capital requirements and potential strategic opportunities, aimed at establishing, maintaining, or strengthening competitive advantage through license arrangements, acquisitions whether by assets or shares, or other arrangements (partnering or otherwise) and (v) approximately 5% of the funds will be allocated to cover financing costs associated with existing obligations under current and anticipated debt funding. The Company may be required to raise additional capital in the future in order to meet its funding requirements.

Most material conflicts of interest. There are no material conflicts of interest pertaining to the Listing.