

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

Advertisement

This announcement is relating to the Company's (as defined below) launch of its Offering (as defined below) and the Admission (as defined below). This announcement does not constitute a prospectus. This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy shares in any jurisdiction, including the United States, Canada, Australia, *South Africa or Japan*. The English version of the Prospectus (as defined below) has been approved by the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten) (the "AFM"), was published and made available at no cost at the start of the offer period through the corporate website of the Company (<https://ir.onwd.com/prospectus>) or the website of the Joint Global Coordinators (<https://www.degroofpetercam.com/en-be/Onward-2021> (EN), <https://www.degroofpetercam.com/nl-be/Onward-2021> (NL) and <https://www.degroofpetercam.com/fr-be/Onward-2021> (FR) and www.belfius.be/Onward2021) and can be obtained by retail investors in Belgium upon request by phone at Bank Degroof Petercam SA/NV (+32 2 287 95 52) and Belfius Bank NV/SA (+32 222 12 01 (French) and +32 222 12 02 (Dutch)), subject to securities law restrictions in certain jurisdictions.

An offer to acquire shares pursuant to the Offering will be made, and any potential investor should make their investment, solely on the basis of information that will be contained in the Prospectus and in particular the "Risk Factors" section. Potential investors should read the Prospectus (and notably the risk factors section) before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the shares. The approval of the Prospectus by the AFM should not be understood as an endorsement of the quality of the shares and the Company (as defined below).

ONWARD Launches its Initial Public Offering on Euronext Brussels and Amsterdam

EINDHOVEN, the Netherlands & LAUSANNE, Switzerland—October 12, 2021—ONWARD Medical B.V. ("**ONWARD**" or the "**Company**") today announces the launch of its initial public offering of the Offer Shares (as defined below) (the "**Offering**"), with admission to trading of all of its shares with a primary listing on Euronext in Brussels, a regulated market operated by Euronext Brussels SA/NV ("**Euronext Brussels**") and a secondary listing on Euronext in Amsterdam (the "**Admission**"), a regulated market operated by Euronext Amsterdam N.V. ("**Euronext Amsterdam**"), and together with Euronext Brussels, "**Euronext**") under the symbol "ONWD". The Company's largest current shareholders, LSP, INKEF Capital, Wellington Partners, and GIMV have confirmed their commitment to invest in the Offering. Additionally, (i) new, cornerstone investors AXA Investment Managers Paris, Belfius Insurance and Ohman Fonder as well as a group of smaller investors that do not qualify for disclosure under the Prospectus Regulation, and (ii) Dave Marver, Jan Øhrstrøm, John Murphy, Hendrik Lambert and a group of smaller lenders that do not qualify for disclosure under the Prospectus Regulation who had made use of their pro rata subscription rights under the Convertible Loan Agreement, have confirmed their commitment to invest in the Offering.

Key terms of the Offering

- An offering of up to 5,900,000 newly issued ordinary shares ("**Ordinary Shares**") in the issued share capital of the Company with a nominal value of EUR 0.12 each (the "**Offer Shares**"), which aggregate number of Offer Shares may be increased by up to 20 percent (the "**Increase Option**") as well as in accordance with the Over-allotment Option (as defined below). Any decision to exercise the Increase Option will be communicated, at the latest, on the date of the announcement of the Offer Price (as defined below).
- The price of the Offer Shares ("**Offer Price**") is expected to be in the range of EUR 11.75 to EUR 13.75 per Offer Share (the "**Price Range**"). The Price Range is indicative.
- No minimum amount is set for the Offering.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

- Based on the Offer Price Range, and assuming the Offer Price will be at the midpoint of the Offer Price Range, the size of the Offering will range between EUR 75.2 million (assuming the full placement of the 5,900,000 initially offered new shares, excluding the Increase Option and the Over-allotment Option (as defined below)) and EUR 103.8 million (assuming placement of the maximum number of new shares, including the exercise in full of the Increase Option and the exercise in full by the Stabilization Manager (as defined below) of the Over-allotment Option (as defined below)).
- The Offering comprises:
 1. an initial public offering to retail investors and qualified investors (“**Qualified Investors**”) within the meaning 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**”) in Belgium;
 2. a private placement in (a) the European Economic Area (other than in Belgium) to certain Qualified Investors, (b) the United Kingdom to “Qualified Investors” within the meaning of Article 2(e) of the UK version of Regulation (EU) 2017/1129 as amended by The Prospectus (Amendment etc.) (EU Exit) Regulations 2019, who are also persons with professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), or high net worth companies, unincorporated associations and other persons falling within Articles 49(2)(A) to (D) of the Order or other persons to whom the Offering may lawfully be communicated; and (c) Switzerland, to investors that qualify as “professional clients” pursuant to the Swiss Financial Services Act of 15 June 2018, as amended;
 3. a private placement in the United States of America to persons reasonably believed to be “qualified institutional buyers” as defined in, and pursuant to, Rule 144A under the US Securities Act of 1933, as amended (the “**US Securities Act**”), or pursuant to another exemption from, or in a transaction not subject to, the registration requirement under the US Securities Act and applicable state securities laws. The Offering outside of the United States will be made in accordance with Regulation S under the US Securities Act.
- The Company has appointed Bank Degroof Petercam SA/NV and Belfius Bank NV/SA (the “**Underwriters**”) as Joint Global Coordinators for the Offering. The Company is represented by NautaDutilh N.V. as to Dutch law, NautaDutilh BV/SRL as to Belgian law, and Goodwin Procter LLP as to U.S. and English law. The Joint Global Coordinators are represented by Allen & Overy LLP. The Company has appointed Degroof Petercam SA/NV as the listing agent and Belfius Bank NV/SA as its settlement agent.
- Belfius Bank NV/SA will, on the Underwriters’ behalf, act as stabilization manager (the “**Stabilization Manager**”). The Stabilization Manager may require the Company to issue and sell at the Offer Price up to 885,000 additional ordinary shares (or 1,062,000 additional ordinary shares in the event the Increase Option is exercised in full (the “**Over-Allotment Shares**”)), comprising up to 15 percent of the total number of Offer Shares sold in the Offering, to cover over-allotments or short positions, if any, in connection with the Offering or to facilitate stabilization transactions (the “**Over-allotment Option**”). The Over-allotment Option is exercisable up to 30 calendar days after the first trading date.

“With the launch of our public offering, ONWARD embraces this opportunity to raise significant capital to fuel the completion and commercialization of our innovative therapies for the benefit of people with spinal cord injury,” said Dave Marver, CEO of ONWARD. “Our research partners have identified extraordinary scientific breakthroughs that promise to restore movement,

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

independence, and health for people with spinal cord injury. We will deploy proceeds from this raise to continue advancements in product development, conduct clinical trials with the aim to earn regulatory approvals, and enhance our commercial capabilities in the U.S. and Europe, all with the intent to scale our therapies to improve the lives of people with spinal cord injury and their loved ones.”

Company highlights

- ONWARD is a medical technology company developing and commercializing innovative therapies to enable functional recovery for people with spinal cord injury (SCI).
- The Company's innovative technology platform is based on ONWARD ARC™ Therapy ("**ARC Therapy**"), a targeted programmed electrical stimulation of the spinal cord to restore movement, independence, and health in people with spinal cord injury.
- ARC Therapy consists of two platforms, one implantable platform, named ARC^{IM} and one external platform, named ARC^{EX}, both targeting spinal cord injury and potentially other diseases/disorders, such as Parkinson's disease and stroke. ARC^{EX} will initially target restoration of upper limb strength and function, while ARC^{IM} will initially target restoration of normal blood pressure and trunk control, and mobility.
- The Company is headquartered in Eindhoven, the Netherlands, with subsidiaries in the United States and Switzerland, where it maintains an office in Lausanne.
- The future commercialization of both ARC Therapy platforms depends on receiving regulatory authorization in the regions where the Company intends to generate revenues in the coming years following approval granted by the notified bodies, including the U.S. Food and Drug Administration ("**FDA**"). Both the ARC^{EX} (upper extremities) and the ARC^{IM} (mobility and blood pressure and trunk control) platforms have received Breakthrough Device Designation from the FDA in the U.S.
- Upon successful completion of a pivotal trial, a study intended to support submissions for regulatory clearances and approvals to market products for commercial sale, the Company expects to commercialize its initial product, the ARC^{EX} platform, in the U.S. and in Europe in 2023. This pivotal trial (the "**Up-LIFT trial**"), commenced in January 2021 with plans to enroll 65 subjects at up to 15 centers worldwide.
- ONWARD then expects to commercialize the ARC^{IM} platform, if approved, in the U.S. and E.U. in 2024 to restore normal blood pressure and trunk control. In 2025, it expects to pursue Humanitarian Device Exemption ("**HDE**") if approved by the FDA for the commercialization of ARC^{IM} for mobility (walking) in the U.S. The E.U. authorization process for ARC^{IM} for mobility is not yet determined.
- The Company is led by a strong and experienced team with a proven track record in the medical technology and neurostimulation industry and in bringing therapies to market.
- The Company is backed by investors that include international venture capital firms LSP, INKEF Capital, Wellington Partners and GIMV.

Offering timetable

- The offering period will begin on 12 October 2021 and is expected to close no later than 4:00 p.m. (CET) on 19 October 2021, subject to the possibility of an extension (the "**Offering Period**").
- The subscription period for the retail offering is expected to end at 4:00 p.m. (CET) on 19 October 2021.
- Any extension of the Offering Period will be announced by means of a press release by the Company, and the dates for each of pricing, allocation, publication of the Offer Price

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

and the results of the Offering, "as-if-and-when-issued-and/or-delivered" trading and closing of the Offering will in such case be adjusted accordingly.

- To be valid, the subscription orders must be submitted no later than 4:00 p.m. (CET) on 19 October 2021 for both retail investors and institutional investors, unless the Offering Period is extended, in which case the subscription orders must be submitted no later than 4:00 p.m. (CET) at such extended closing date of the Offering Period.
- Subject to extension of the timetable for the Offering, payment (in euro) for, and delivery of, the Offer Shares ("**Settlement**") is expected to take place on or about 22 October 2021 (the "**Settlement Date**").

Final Price and Allocation

- The price per Offer Share (the "**Offer Price**") and the exact number of Offer Shares offered in the Offering will be determined by the Company, after consultation with the Joint Global Coordinators, after the end of the Offering Period on the basis of the book-building process.
- The number of Offer Shares allotted to investors will be determined at the end of the Offering Period by the Company in agreement with the Underwriters on the basis of the respective demand of both retail investors and institutional investors and on the quantitative, and, for institutional investors only, the qualitative analysis of the order book.
- The results of the Offering, the allocation for retail investors, the Offer Price, and the allocation criteria (in the case of over-subscription) will be announced by the Company on or about 20 October 2021 and in any event no later than the first business day after the end of the Offering Period.
- In the event of over-allotment of Offer Shares, the Underwriters will use reasonable efforts to deliver the Offer Shares to individual persons residing in Belgium and to investors subject to Belgian income tax on legal entities (*rechtspersonenbelasting*), in this order of priority. No tax on stock exchange transactions is due on the subscription for Offer Shares, but such tax could be due on the subscription for existing ordinary shares in the share capital of the Company (see "*Taxation— Material Belgian Tax Considerations*").
- The manner for refunding amounts paid in excess by financial intermediaries in relation to the subscription for or purchase of Offer Shares will be determined by each financial intermediary in accordance with its usual procedures or as otherwise notified to the investors.

Pre-commitments and Lock-up

- LSP, INKEF Capital, Wellington Partners, and GIMV have irrevocably and conditional only on closing of the Offering, committed themselves to subscribe for Offer Shares in the Offering for an aggregate amount representing up to 15% of the Offer Shares, such commitment being capped at an offer size of EUR 100 million, in which case their commitment shall be EUR 15 million (the "**Subscription Commitments Shareholders**").
- Dave Marver, Jan Øhrstrøm, John Murphy, Hendrik Lambert and a group of smaller lenders that do not qualify for disclosure under the Prospectus Regulation have irrevocably and conditional only on closing of the Offering, committed themselves to subscribe for Offer Shares in the Offering for an aggregate amount representing up to 2.4% of the Offer Shares in the Offering at the Offer Price (the "**Subscription Commitments Lenders**").

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

- AXA Investment Managers Paris (EUR 5.7 million), Öhman Fonder (EUR 5 million), Belfius Insurance (EUR 5 million) and a group of smaller investors that do not qualify for disclosure under the Prospectus Regulation, have irrevocably and conditional only on closing of the Offering, committed themselves to subscribe for Offer Shares in the Offering for an aggregate amount of EUR 16.2 million (the "**Subscription Commitments Cornerstone Investors**").
- In the event of over-subscription of the Offering, in principle the Subscription Commitments Shareholders can be reduced in line with the allocation principles that will apply to the other Investors that will subscribe in the Offering. The Subscription Commitments Cornerstone Investors and the Subscription Commitments Lenders shall not be reduced but be allocated entirely.
- The Company has agreed with the Joint Global Coordinators to a standstill for a period of 365 days ending after the Settlement Date subject to customary exceptions and conditions.
- The directors, managers, current shareholders (including for these purposes at least the lenders representing a majority of the principal amount loaned to the Company under a convertible loan agreement) have agreed with the Company, to restrictions, subject to customary exceptions, on their ability to issue, sell or transfer Ordinary Shares or interests therein for a period ending 180 days (365 days for directors and managers) after the Settlement Date. The lock-up restrictions do not apply to any shares acquired by them under the Subscription Commitments or otherwise acquired in the Offering.

The Company intends to use the expected net proceeds from the Offering as follows:

- Approximately 20% to fund product development and research and development activities, more specifically the development of the commercial ARC^{EX} device and the ARC^{IM} system including its associated lead portfolio;
- Approximately 30% to conduct clinical trials in the U.S. and Europe including but not limited to:
 - Feasibility and pivotal trials for the ARC^{IM} blood pressure and trunk control indications;
 - Feasibility and pivotal trials for the ARC^{IM} mobility indication; and,
 - Pivotal trials for the ARC^{EX} upper limbs indication, including evaluation of the therapy's effective use in the clinic and at home.
- Approximately 30% to build the Company's commercial capabilities in both the U.S. and Europe in order to begin marketing the Company's therapies. This is expected to include hiring and training of field-based sales and engineering staff, office-based customer service and technical support staff, marketing and market access staff, and the systems and infrastructure required to support those hires and to conduct commerce in the Group's target markets; and,
- Approximately 20% for general corporate purposes, including corporate staff, facilities, insurance, and other items.
- The Company has the right to proceed with the Offering in a reduced amount, corresponding to a number of Offer Shares that is lower than the maximum number of Offer Shares in the Offering. Since there is no minimum amount of the Offering, if not all of the Offer Shares are subscribed for in the Offering, the net proceeds from the Offering could be limited, all or in part, to the net proceeds from Subscription Commitments. The actual number of Ordinary Shares subscribed for, or placed, will be confirmed on the

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

Company's website and by way of a press release together with the Offer Price. As a result, a number of Shares that is lower than the maximum number of Offer Shares in the Offering could be available for trading on the market, which could limit the liquidity of the Ordinary Shares. Furthermore, the Company's financial means in view of the uses of proceeds would in such case also be reduced. If this were to be the case, the Company may have to reduce its level of investments or look for further external funding. Reduced investment may lead to fewer product introductions, the conduct of fewer clinical studies, and deployment of a smaller commercial organization. Each of these limitations may lead to diminished financial performance.

Summary Timetable

Date	Event
12 October 2021, 9:00 a.m. CET	Expected start of the Offering Period
19 October 2021, 4:00 p.m. CET	Expected end of the Offering Period for Retail Investors
19 October 2021, 4:00 p.m. CET	Expected end of the Offering Period for Institutional Investors
20 October 2021	Expected publication of the Offer Price and results of the Offering and communication of allocations
21 October 2021	Expected Listing Date (listing and start of "if-and-when-issued-and/or-delivered" trading)
22 October 2021	Expected Closing Date (payment, settlement and delivery of the Offer Shares)
20 November 2021	Expected last possible exercise date of the Over-allotment Option

Prospectus and Other Information

- The English version of the prospectus was approved as a prospectus for the purposes of the Prospectus Regulation by, and filed with, the Dutch Authority for the Financial Markets ("AFM"), as competent authority under the Prospectus Regulation, on 11 October 2021 (the "**Prospectus**"). The Prospectus has, following the approval thereof by the AFM, been notified to the Belgian Financial Services and Markets Authority (the "**FSMA**") for passporting in accordance with article 25 of the Prospectus Regulation.
- The full Prospectus has been prepared in English. The summary of the Prospectus is translated into Dutch and French. The Company is responsible for the consistency between the English, Dutch and French versions of the summary of the Prospectus. Without prejudice to the responsibility of the Company for inconsistencies between the

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

different language versions of the summary of the Prospectus, in the case of discrepancies between the different versions thereof, the English version will prevail.

- The Prospectus is available to retail investors in Belgium. The summary of the Prospectus will be made available in Dutch and French. The Prospectus will be made available to investors at no cost at the Company's registered office, located at High-Tech Campus 32 5656 AE Eindhoven, the Netherlands, and can be obtained by retail investors in Belgium at Bank Degroof Petercam SA/NV and Belfius Bank NV/SA upon request by phone: +32 2 287 95 52 (Bank Degroof Petercam SA/NV) and +32 222 12 01 (French) and +32 222 12 02 (Dutch) (Belfius Bank NV/SA).
- Subject to certain country restrictions, the Prospectus and the summary of the Prospectus are also available to investors, on the following websites: <https://ir.onwd.com/prospectus>, <https://www.degroofpetercam.com/en-be/Onward-2021> (EN), <https://www.degroofpetercam.com/nl-be/Onward-2021> (NL) and <https://www.degroofpetercam.com/fr-be/Onward-2021> (FR) and www.belfius.be/Onward2021
- Investing in the shares involves certain risks. Before investing in the shares, prospective investors should carefully consider the risks and uncertainties described in the Prospectus, together with the other information contained or incorporated by reference in the Prospectus. Key risks are set out below.
- Investors should read, understand and consider all risk factors which will be included in the Prospectus, which should be read in its entirety before making an investment decision to invest in the shares. The occurrence of any of the events or circumstances described in the risk factors section of the Prospectus, individually or together with other circumstances, could have a material adverse effect on the Company's business, results of operations, financial condition and prospects. In that event, the value of the shares could decline, and an investor might lose part or all of its investment.
- The Offering is subject to Belgian and Dutch laws and the courts of Brussels and Amsterdam, respectively, are exclusively competent to adjudicate any and all disputes with investors arising out of or in connection with the Offering and/or the Offer Shares.
- At the date of the Prospectus, the Company will still be a private limited liability company (besloten vennootschap met beperkte aansprakelijkheid) named Onward Medical B.V. The Company is expected to be converted into a public company with limited liability (naamloze vennootschap) named Onward Medical N.V. ultimately on the first trading date.

Key Risks Specific to ONWARD, the Offering and the Offer Shares

The key risk factors specific to the Company and the securities are set out below. These risk factors are merely a selection of the risks that pertain to this investment. An investor should make its investment solely on the basis of information that is contained in the Prospectus and in particular the "**Risk Factors**" section. The AFM's approval should not be considered as an endorsement of the Company or the quality of the securities that are the subject of the Prospectus.

Investing in the shares involves certain risks. Before investing in the shares, prospective investors should carefully consider the risks and uncertainties described in the Prospectus, together with the other information contained or incorporated by reference in the Prospectus, which should be read in its entirety before making an investment decision to invest in the shares. The following key risks relate to the Company's business, results of operations, financial condition and prospects. In selecting and ordering the risk factors, the Company 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 Company's business,

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

financial condition, results of operations and prospects, and the attention that management of the Company would on the basis of current expectations have to devote to these risks if they were to materialize. The occurrence of any of the events or circumstances described in the risk factors chapter in the Prospectus, individually or together with other circumstances, could have a material adverse effect on the Company's business, results of operations, financial condition and prospects. In that event, the value of the shares could decline, and an investor might lose part or all of its investment.

- 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 may 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;
- 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, including its Up-LIFT pivotal clinical trial for ARC^{EX}, is an expensive and time-consuming process and could be made more difficult or rendered impossible by multiple factors outside its 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 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

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

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;

- Part of the Company's assets, including intellectual property is pledged to Rijksdienst voor Ondernemend Nederland (RvO part of Dutch ministry of Economic Affairs), and the enforcement of such pledge could substantially harm the future development and operations of the Company;
- 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;
- 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;
- The fact that no minimum amount is set for the Offering may affect the Company's investment plan and the liquidity of the shares; and
- Certain significant shareholders of the Company after the Offering may have different interest from the Company and may be able to control the Company, including the outcome of shareholder votes.

About ONWARD

ONWARD is a medical technology company creating innovative therapies to restore movement, independence, and health in people with spinal cord injury. ONWARD's work builds on more than a decade of basic science and preclinical research conducted at the world's leading neuroscience laboratories. ONWARD's ARC Therapy, which can be delivered by implantable (ARC^{IM}) or external (ARC^{EX}) systems, is designed to deliver targeted, programmed stimulation of the spinal cord to restore movement and other functions in people with spinal cord injury, ultimately improving their quality of life. ONWARD has received three Breakthrough Device Designations from the FDA encompassing both ARC^{IM} and ARC^{EX}. The company's first FDA pivotal trial, called Up-LIFT, commenced in January 2021 with plans to enroll 65 subjects at up to 15 centers worldwide.

ONWARD is headquartered at the High Tech Campus in Eindhoven, the Netherlands. It maintains an office at the EPFL Innovation Park in Lausanne, Switzerland and has a growing U.S. presence in Boston, Massachusetts, USA. For additional information about the company, please visit [ONWD.com](https://www.onwd.com).

Home Member State Declaration

Article 5:25a(2) of the Dutch Financial Supervision Act requires all listed companies to publicly announce which country is their "home member state" for the purposes of their disclosure obligations under Directive 2004/109/EG of the European Parliament and of the Council of 15 December 2004 on the harmonisation of transparency requirements in relation to information

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC (the "**EU Transparency Directive**").

Onward Medical B.V. hereby announces that its home member state is the Netherlands. This disclosure is also available on <https://ir.onwd.com> and in the Prospectus.

Disclaimer

This announcement is not for release, distribution or publication, whether directly or indirectly and whether in whole or in part, in or into the United States, Canada, Australia, South Africa or Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

This announcement is for information purposes only, does not purport to be full or complete and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the securities in any jurisdiction, including the United States, Canada, Australia, South Africa or Japan. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

*This announcement does not contain, constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register the securities in the United States or to make a public offering of the securities in the United States. The Company has not authorised any offer to the public of securities in any Member State of the European Economic Area, other than in Belgium. With respect to any Member State of the European Economic Area, other than Belgium, (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 securities may only be offered in Relevant States (i) to any legal entity which is a qualified investor as defined in the Prospectus Regulation (EU) No. 2017/1129, as amended (the "**Prospectus Regulation**"); or (ii) in any other circumstances falling within Article 1(4) 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. In Belgium, an offer to the public of securities may not be made except pursuant to a prospectus that has been passported in Belgium. This implies that the prospectus is passported by the AFM to the Belgian Financial Services and Markets Authority.*

*The Company has not authorised any offer to the public of securities in the United Kingdom. With respect to the United Kingdom no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in the United Kingdom. As a result, the securities may only be offered in the United Kingdom (i) to any legal entity which is a qualified investor within the meaning of Article 2(e) of Regulation (EU) No. 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK Prospectus Regulation**"); or (ii) in any other circumstances falling within Article 1(4) of the UK 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.*

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

The Company has not authorised any offer to the public of securities in Switzerland. With respect to Switzerland no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in Switzerland. As a result, the securities may only be offered in Switzerland to "professional clients" within the meaning of the Swiss Financial Services Act (Finanzdienstleistungsgesetz) of 15 June 2018, as amended (the "FinSA") by way of a private placement.

This does not constitute a prospectus within the meaning of the Prospectus Regulation and does not constitute an offer to acquire securities. Any offer to acquire securities will be made, and any investor should make his investment, solely on the basis of information that is contained in the Prospectus made generally available in Belgium in connection with the Offering. Copies of the Prospectus may be obtained at no cost from the Company at the Company's registered office, located at High-Tech Campus 32 5656 AE Eindhoven, the Netherlands, the website (<https://ir.onwd.com/prospectus> or the website of the Joint Global Coordinators (<https://www.degroofpetercam.com/en-be/Onward-2021> (EN), <https://www.degroofpetercam.com/nl-be/Onward-2021> (NL) and <https://www.degroofpetercam.com/fr-be/Onward-2021> (FR) and www.belfius.be/Onward2021) and can be obtained by retail investors in Belgium upon request by phone at Bank Degroof Petercam SA/NV (+32 2 287 95 52) and Belfius Bank NV/SA (+32 222 12 01 (French) and +32 222 12 02 (Dutch)). The information in this announcement is subject to change.

In the United Kingdom, this announcement is only being distributed to, and is only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, "qualified investors" within the meaning of Article 2(e) of UK Prospectus Regulation who are also (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"); or (ii) persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as "relevant persons"). Persons who are not relevant persons in the United Kingdom should not take any action on the basis of this announcement and should not act or rely on it.

In Switzerland, this announcement is only being distributed to, and is only directed at, investors that qualify as "professional clients" pursuant to the FinSA.

No action has been taken by the Company that would permit an offer of securities or the possession or distribution of this announcement or any other offering or publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

This announcement may include statements, including the Company's financial and operational medium-term objectives that are, or may be deemed to be, "forward-looking statements" within the meaning of the United States federal securities laws. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, SOUTH-AFRICA OR JAPAN OR ANY OTHER JURISDICTION IN VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made. The Company and its affiliates expressly disclaim any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise, except to the extent required by applicable law.

None of the Underwriters or any of their respective subsidiary undertakings, affiliates, subcontractors or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from this announcement) or any other information relating to the group, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Underwriters disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

In connection with the Offering, each of the Underwriters and any of their affiliates, may take up a portion of the Securities in the Offering as a principal position and, in that capacity, may retain, purchase, sell, offer to sell for its own account such Securities and other securities of the Company or related investments in connection with the Offering or otherwise. In addition, each of the Underwriters and any of their affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which each of the Underwriters and any of their affiliates may from time to time acquire, hold or dispose of Securities. None of the Underwriters or their affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

For the avoidance of doubt, the content of the Company's website is not incorporated by reference into, and do not form part of, this announcement.