



Brøndbyernes I.F. Fodbold A/S
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Brøndbyernes I.F. Fodbold A/S publishes prospectus and initiates rights issue

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Brøndby, Denmark, 10 January 2025

Brøndbyernes I.F. Fodbold A/S ("Brøndby" or the "Company") today announces that its board of directors (the "Board of Directors") has resolved to initiate a rights issue with pre-emptive subscription rights (the "Pre-emptive Rights") for the Company's existing shareholders allowing for subscription of up to 570,332,733 new shares with a nominal value of DKK 0.25 each (the "New Shares") at a subscription price of DKK 0.30 per New Share (the "Subscription Price") (the "Offering").

The Offering is made at a subscription ratio of 1:1 meaning that each of the Company's existing shareholders who is registered as a shareholder of the Company with Euronext Securities Copenhagen (VP Securities A/S) ("Euronext Securities") on 15 January 2025 at 5:59 p.m. CET will be allocated one (1) Pre-emptive Right per existing share held, and that one (1) Pre-emptive Right is required to subscribe for one (1) New Share at the Subscription Price of DKK 0.30.

This company announcement has been published in both an English and a Danish version. In case of any discrepancies between the two versions, the English version shall prevail.

Chairman and investor Jan Bech Andersen:

- When we welcomed Global Football Holdings into the Brøndby family in 2022, it was with a shared vision: to take Brøndby IF to the next level. Competing for titles here at home and making our mark in Europe is not just a dream; it is an ambition we work towards every day. This capital increase is a critical step on that journey. We are looking to raise the resources needed to move Brøndby IF forward – not just for today, but for a strong and sustainable future.

Board member and representative of Global Football Holdings, Scott Kruse:

- With this offering we are looking to raise capital to take Brøndby IF forward. To take us to the next level – competing for titles here at home and making our mark in Europe as we set out to do when we became part of the Brøndby-family in 2022.

- At Global Football Holdings, we're not just investors – we're believers in Brøndby IF. Together with Jan Bech and the executive team, we're putting our own money where our hearts are. We hope that as many as possible will join us in this capital increase, so we can stand together and give Brøndby IF the strongest possible foundation for the road ahead of us.

This announcement does not constitute a prospectus or an offering memorandum. A prospectus (the "Prospectus") has been prepared in accordance with the simplified disclosure regime for secondary issuances as set out in Article 14 of the Prospectus Regulation (Regulation (EU) 2017/1129 of 14 June 2017), and hence, Annex 3 (Registration document for secondary issuances of equity securities) and Annex 12 (Securities note for secondary issuances of equity securities or of units issued by collective investment undertakings of the closed-end type) to the Commission Delegated Regulation (Regulation (EU) no. 2019/980 of 14 March 2019).

The Prospectus is, subject to certain restrictions, available at the Company's website: www.brondby.com. Investors are advised to carefully read and consider the information included in the Prospectus.

Reason for the Offering and use of proceeds

The Company raises capital with the objective to improve financial performance by reaching continuous participation in the league stage of the UEFA club competitions, unlocking player transfer potential, and capitalizing on commercial growth opportunities. Specifically, the proceeds will be allocated towards strengthening the Company's first team and working capital, which are both key drivers in succeeding with the strategic aim of participation in the league stage of the UEFA club competitions and unlocking player transfer potential. Moreover, the Company will allocate some of the proceeds to infrastructure & commercial projects enabling improved commercial profit from commercial growth opportunities.

The total gross proceeds of the Offering amount to DKK 171,099,819.90, assuming subscription of all New Shares issued in connection with the Offering. Total expenses relating to the Offering are expected to be approximately DKK 7,000,000.

The Company cannot predict with certainty all the uses for the net proceeds to be received upon the completion of the Offering or the amounts that the Company will spend as set out below. The amounts and timing of these expenditures will depend upon numerous factors, including success of the sporting and commercial efforts. For example, the Company may ultimately not be as successful in its sporting and commercial efforts as expected and the Company may decide to deviate from or abandon its current strategy and goals as further described in the Prospectus or may decide to accelerate its investments to support growth and commercialization efforts, which could lead to the Company having to raise additional capital or debt financing in the future.

Timing in relation to achieving the two strategic goals of consistent participation in the league stage of the UEFA club competitions and unlocking player transfer potential has a significant financial impact on the Company and will to a high degree determine the actual use of proceeds. The longer it will take for the Company to reach two of its strategic goals, the bigger the share of the proceeds will be allocated towards the Company's working capital over time.

Reversely, the faster it will take for the Company to reach the two strategic goals, the bigger share of the proceeds will be allocated towards strengthening of the First team and enhancing the infrastructure & commercial projects over time as the Company will improve its cash flow from operations and transfers and, thus, reduce the need to use the proceeds for the Company's working capital.

Support and advance commitments from major shareholders and management

The Company has received strong support from its three major shareholders.

Global Football Holdings L.P. has, subject to certain conditions, provided an advance commitment to exercise allocated Pre-emptive Rights and to subscribe for New Shares in the Offering.

Jan Bech Andersen has, subject to certain conditions, provided an advance commitment to exercise allocated Pre-emptive Rights and to subscribe for New Shares in the Offering.

Moreover, Røslø Holding ApS, has, subject to certain conditions, provided an advance commitment to exercise allocated Pre-emptive Rights and to subscribe for New Shares in the Offering.

Finally, member of the Board of Directors, Niels Roth, CEO, Ole Palmå, and CFO, Mikkel Jønsen, have undertaken to exercise allocated Pre-emptive Rights and to subscribe for New Shares in the Offering.

As such, the Company has received total commitments of up to approximately DKK 114 million, which corresponds to up to approximately 66.6% of the maximum amount of New Shares to be issued as part of the Offering, subject to the completion of the Offering and assuming subscription of all New Shares.

Main terms and conditions of the Offering

Below is a summary of the main terms of the Offering. The full terms and conditions of the Offering and other circumstances that must be considered upon investing or trading in the Pre-emptive Rights or subscribing for New Shares in the Offering are included in the Prospectus prepared by the Company in connection with the Offering.

The Board of Directors has resolved to increase the Company's share capital by exercising the authorization in article 3a of the Company's articles of association to issue shares with pre-emptive subscription rights for the Company's existing shareholders. The New Shares will, once duly registered with the Danish Business Authority, rank pari passu with and carry the same rights as the Company's existing shares.

The Offering comprises up to 570,332,733 New Shares of nominally DKK 0.25 each with Pre-emptive Rights for the existing shareholders of the Company registered with Euronext Securities on 15 January 2025 at 5:59 p.m. CET (the "Allocation Time").

The New Shares are offered at a Subscription Price of DKK 0.30 per New Share.

The Offering is being made at a ratio of 1:1, meaning that existing shareholders registered as such with Euronext Securities on the Allocation Time will be allocated one (1) Pre-emptive Right per existing share and that one (1) Pre-emptive Right will be required to subscribe for one (1) New Share at the Subscription Price.

The Pre-emptive Rights can be traded on Nasdaq Copenhagen under the temporary ISIN code DK0063629662 during the period from 14 January 2025 at 9:00 a.m. CET to 27 January 2025 at 5:00 p.m. CET (the "Rights Trading Period").

The subscription period for the New Shares commences on 16 January 2025 at 9:00 a.m. CET and closes on 29 January 2025 at 5:00 p.m. CET (the "Subscription Period"). Any of the Pre-emptive Rights not exercised during the Subscription Period will lapse with no value, and the holder of such Pre-emptive Rights will not be entitled to any compensation. Once a holder has exercised the Pre-emptive Rights by subscribing for New Shares, such subscription cannot be withdrawn or modified by the holder.

New Shares which have not been subscribed for by holders of Pre-emptive Rights before the expiry of the Subscription Period (the "Remaining Shares") may, without compensation to the holders of unexercised Pre-emptive Rights, be subscribed for by existing shareholders, potential investors who are residents of Denmark ("Danish Investors") and/or investors satisfying applicable exemptions in Article 1(4) of the Prospectus Regulation, such as qualified investors, who have made binding undertakings to subscribe for such shares by use of the application form in Annex A (Application Form) of the Prospectus before the expiry of the Subscription Period. In case of oversubscription of the Remaining Shares in connection with binding undertakings, such Remaining Shares will be allocated according to allocation principles determined by the Board of Directors.

In connection with the Offering, the Pre-emptive Rights have been approved for admission to trading and official listing on Nasdaq Copenhagen under the temporary ISIN code DK0063629662 under the symbol "BIF T" to the effect that they can be traded on Nasdaq Copenhagen during the Rights Trading Period from 14 January 2025 at 9:00 a.m. CET to 27 January 2025 at 5:00 p.m. CET.

After payment of the Subscription Price, the New Shares will be issued under the temporary ISIN code DK0063629589. The New Shares issued in the temporary ISIN code DK0063629589 will not be admitted to trading or official listing on Nasdaq Copenhagen. The temporary ISIN code is registered in Euronext Securities solely for the subscription of the New Shares.

As soon as possible after registration of the New Shares with the Danish Business Authority, the New Shares are expected to be admitted to trading and official listing on Nasdaq Copenhagen under the existing ISIN code for the Company's existing shares, DK0010247956, expectedly on 5 February 2025,

and the temporary ISIN code of the New Shares is expected to be merged with the ISIN code of the Company's existing shares on 6 February 2025 after 5:59 p.m. CET.

Upon exercise of the Pre-emptive Rights related to the New Shares, the holder must pay DKK 0.30 per New Share subscribed for. Payment for the New Shares will be made in DKK on the date of subscription, but no later than on 29 January 2025 at 5:00 p.m. CET, against delivery of the New Shares in the investor's account with Euronext Securities under the temporary ISIN code DK0063629589.

Completion of the Offering is conditional upon the Offering not being withdrawn by the Company. The Offering may be withdrawn by the Company at any time before registration of the capital increase relating to the Offering with the Danish Business Authority. Any withdrawal of the Offering, if relevant, will be announced as a company announcement through Nasdaq Copenhagen. If the Offering is withdrawn, any exercise of Pre-emptive Rights that has already taken place will be cancelled automatically. The subscription amount for the New Shares will be refunded (less any transaction costs) to the last registered owner of the New Shares as of the date of such withdrawal. All Pre-emptive Rights will lapse, and no New Shares will be issued. Trades of Pre-emptive Rights executed during the Rights Trading Period will, however, not be affected. Consequently, investors who have acquired Pre-emptive Rights will incur a loss corresponding to the purchase price of the Pre-emptive Rights and any transaction costs.

Trades in existing shares and New Shares will also not be affected if the Offering does not complete, and Shareholders and investors that have acquired New Shares will receive a refund of the subscription amount for the New Shares (less any transaction costs). As a result, shareholders and investors that have acquired New Shares will incur a loss corresponding to the difference between the purchase price of the New Shares and the Subscription Price paid for the New Shares and any transaction costs.

The Company is not liable for any losses that investors may suffer as a result of withdrawal of the Offering including but not limited to, any transaction costs or lost interest.

In connection with the Offering, the minimum number of New Shares that a holder of Pre-emptive Rights may subscribe for will be one (1) New Share, requiring the exercise of one (1) Pre-emptive Right and the payment of the Subscription Price.

The number of New Shares that a holder of Pre-emptive Rights may subscribe for is not capped. However, the number is limited to the number of New Shares that may be subscribed for through the exercise of the Pre-emptive Rights held or acquired.

Upon exercise of the Pre-emptive Rights, the holder must pay an amount equal to the Subscription Price multiplied by the number of New Shares subscribed for. Payment for the New Shares shall be made in DKK and shall be made upon subscription against registration of the New Shares in the transferee's account with Euronext Securities not later than 29 January 2025 at 5:00 p.m. CET. Holders of Pre-emptive Rights shall adhere to the account agreement with their own custodian institution or other financial intermediary, through which they hold existing shares.

Financial intermediaries through which a holder holds Pre-emptive Rights may require payment on an earlier date.

Neither the Company nor any existing shareholders have undertaken any lock-up obligations in connection with the Offering.

Expected timetable of principal events

The timetable for main events relating to the Offering is as follows:

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| Publication of Prospectus | 10 January 2025 |
| Last day of trading in Existing Shares including Pre-emptive Rights: | 13 January 2025 at 5:00 p.m. CET |
| First day of trading in Existing Shares without Pre-emptive Rights: | 14 January 2025 |
| Rights Trading Period commences | 14 January 2025 at 9:00 a.m. CET |
| Allocation Time of Pre-emptive Rights | 15 January 2025 at 5:59 p.m. CET |
| Subscription Period for New Shares commences | 16 January 2025 at 9:00 a.m. CET |
| Rights Trading Period closes | 27 January 2025 at 5:00 p.m. CET |
| Subscription Period for New Shares closes | 29 January 2025 at 5:00 p.m. CET |
| Expected publication of the results of the Offering | 31 January 2025 |
| Allocation of New Shares not subscribed for by existing shareholders (Remaining Shares) | 31 January 2025 |
| Expected completion of the Offering, including settlement of the New Shares | 4 February 2025 |
| Registration of the capital increase regarding the New Shares with the Danish Business Authority | 4 February 2025 |

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| First day of trading and official listing of the New Shares under the existing ISIN code | 5 February 2025 |
| Expected merger of temporary and existing ISIN codes | 6 February 2025 after 5:59 p.m. CET |

Trading in Existing Shares after the last trading day in Existing Shares including Pre-emptive Rights on 13 January 2025 at 5:00 p.m. CET will be exclusive of rights to receive Pre-emptive Rights for the buyer unless the parties to the trade in question have taken measures to settle the trade in Euronext Securities prior to the Allocation Time of Pre-emptive Rights on 15 January 2025 at 5:59 p.m. CET and, thus, chosen not to settle according to the customary settlement cycle with settlement two trading days after the transaction date.

Advisors in the Offering

Accura Advokatpartnerselskab acts as legal advisor to the Company.

Prospectus

Following publication, the Prospectus containing detailed information on Brøndby and the Offering will, subject to certain restrictions, be available at the Company's website www.brondby.com under "klubben" and "investor".

Apart from any information that is incorporated in the Prospectus by reference, the contents of the website of Brøndby do not form part of the Prospectus.

For further information, please contact:

CEO, Ole Palmå, +45 43 63 08 10.

Important notice

The statements contained in this announcement may include "forward-looking statements" that express expectations as to future events or results. Forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", "should" or "targets" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These statements are based on current expectations and involve risk and uncertainty because they relate to events and depend upon circumstances that may or may not occur in the future. There are a number of factors which could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. Any of the assumptions underlying forward-looking statements could prove inaccurate or incorrect and therefore any results contemplated in forward-looking statements may not actually be achieved. Nothing contained in this

announcement should be construed as a confirmation that the Offering will complete, nor of the size of the Offering or the price of the securities issued by the Company. Recipients of this announcement are strongly urged not to place undue reliance on any of the statements set forth above. There is no assurance that the targets and expectations described above will materialize or prove to be correct. Because these statements are based on assumptions and/or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those described above.

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by the Company in any jurisdiction where such offer or sale would be unlawful and the announcement and the information contained herein are not for distribution or release, directly or indirectly, in or into such jurisdictions. This announcement does not constitute an offering memorandum, or a prospectus as defined by Regulation (EU) No. 2017/1129 of 14 June 2017, as amended, and nothing herein contains an offering of securities. No one should purchase or subscribe for any securities in the Company, except on the basis of information in any prospectus published by the Company in connection with a potential offering and admission of such securities to trading and official listing on Nasdaq Copenhagen. Copies of any such prospectus will, following publication be available on the website of the Company.

This announcement and the information contained herein are for information purposes only and not for distribution in or into the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States") or any other jurisdiction where such offer or sale would be unlawful and this announcement and the information contained herein are not for distribution or release, directly or indirectly, in such jurisdictions.

The announcement and the information contained herein have not been recommended by any U.S. federal or state securities commission or any regulatory authority in the United States. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Prospectus. Any representation to the contrary is a criminal offense in the United States.

Neither this announcement nor any of the information contained herein have been, or will be, registered under the U.S. Securities Act, or under the securities laws of any state or other jurisdiction of the United States. None of the Pre-emptive Rights or the New Shares may be offered, sold, taken up, exercised, resold, renounced, transferred, distributed, subscribed for, purchased, pledged or delivered, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable and other securities laws of the United States. There will be no public offer of the Pre-emptive Rights or the New Shares in the United States. Shareholders and investors in the United States may be restricted from receiving Pre-emptive Rights and the New Shares. Shareholders and investors in the United States may be able to receive the Pre-emptive Rights and the New Shares if they are "accredited investors" (as defined in Rule 501 of the U.S. Securities Act. Such shareholders and investors will be required to make such acknowledgments and representations to provide such additional information as the Company in its sole discretion deems relevant to, and enter into agreements with, the Company as the Company may request to establish that they are entitled to receive the Pre-emptive Rights and the New Shares in a transaction not subject to the registration requirements of the U.S. Securities Act.

There will be no participation in the solicitation, offer or sale of any Pre-emptive Rights and the New Shares within or directed into the United States, and there will be no involvement in any activities relating to the Pre-emptive Rights or the New Shares, within or directed into the United States.

In any member state of the European Economic Area, other than Denmark, this announcement is only addressed to and directed at investors in member states of the European Economic Area who fulfil the criteria for an exemption from the obligation to publish a prospectus, including "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129), as amended.

In relation to the United Kingdom, no securities issued by the Company have been offered or will be offered pursuant to the Prospectus to the public in the United Kingdom prior to the publication of a prospectus in relation to the Pre-emptive Rights and the New Shares which has been approved by the Financial Conduct Authority in the United Kingdom in accordance with Regulation (EU) 2017/1129 as it forms part domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation") and Financial Services and Markets Act 2000 ("FSMA"), except that the New Shares and the Pre-emptive Rights may be offered to the public in the United Kingdom at any time under the following exemptions under the UK Prospectus Regulation (a) to any legal entity which is a qualified investor as defined under article 2 of the UK Prospectus Regulation; (b) to fewer than 150 natural or legal persons (other than qualified investors as defined under article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the financial advisor for any such offer; or (c) in any other circumstances falling within section 86 of the FSMA; provided that no such offer of Pre-emptive Rights or the New Shares shall require the Company or the financial advisor to publish a prospectus pursuant to section 85 of the FSMA or article 3 of the UK Prospectus Regulation or supplement prospectus pursuant to article 23 of the UK Prospectus Regulation.

In the United Kingdom, this announcement is only being distributed to and is only directed at, qualified investors as defined in the UK Prospectus Regulation who: (i) are persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "FSMA Order"); (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FSMA Order; or (iii) are other persons to whom they may otherwise lawfully be communicated (all such persons, together being referred to as "Relevant Persons"). In the United Kingdom, the Prospectus is directed only at Relevant Persons and must not be acted on or relied on by anyone who is not a Relevant person. In the United Kingdom, any investment or investment activity to which the Prospectus relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act on or rely upon the Prospectus or any of its contents.

In relation to Russia and Belarus, no securities have been offered or will be offered pursuant to the Offering to any Russian or Belarusian national, any natural person residing in Russia or Belarus (except for EU, EEA or Swiss nationals and persons holding an EU, EEA or Swiss residence permit, subject to the restrictions applicable to investors in the European Economic Area, any legal person, entity or body established in Russia og Belarus (including EU branches of such legal persons, but excluding subsidiaries of Russian or Belarusian legal entities organized or incorporated within the EU, subject to the re-

strictions applicable to investors in the European Economic Area, or any natural or legal person where the issuance of securities to such person would result in a breach of applicable sanctions.