

## **BRAINSTORM CELL THERAPEUTICS INC.**

**U.S. dollars in thousands**  
**(Except share data and exercise prices)**  
**Notes to Consolidated Financial Statements**

### **NOTE 11 - STOCK CAPITAL (Cont.)**

#### **Private placements and public offerings: (Cont.)**

The New Warrants have not been registered under the Securities Act of 1933, as amended (the Securities Act), or state securities laws. The shares issuable upon exercise of the New Warrants have been registered for resale on the Company's registration statement on Form S-3 (File No. 333-233349). The Exercised Shares have been registered for resale on the Company's registration statement on Form S-3 (File No. 333225995). The issuance of the Exercised Shares and New Warrants is exempt from the registration requirements of the Securities Act pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D promulgated under the Securities Act.

Since its inception the Company has raised approximately \$64,000, net in cash in consideration for issuances of Common Stock and warrants in private placements and public offerings as well as proceeds from warrants exercises.

#### **Warrants:**

The following table sets forth the number, exercise price and expiration date of Company warrants outstanding as of December 31, 2019:

<b>Issuance Date</b>	<b>Outstanding As Of December 31, 2019</b>	<b>Exercise price</b>	<b>Exercisable Through</b>
Aug 2007- Jan 2011	2,016,666	3 - 4.35	Nov-2022
Jun-2018	458,202	9	Dec-2020
Jun-2018	1,158,000	7	Dec-2021
Aug - 2019	842,000	7	Dec-2021
<b>Total</b>	<b>4,474,868</b>		

#### **At-the-market (ATM) Offering:**

On June 11, 2019, the Company entered into a Distribution Agreement with Raymond James & Associates, Inc. ("Agent"), pursuant to which the Company may sell from time to time, through the Agent, shares of Common Stock (the "Shares"), having an aggregate offering amount of up to \$20,000 (the "ATM Offering"). Sales of the Shares, if any, will be made by any method permitted by law that is deemed to be an "at the market" offering as defined in Rule 415 promulgated under the Securities Act, including, without limitation, sales made directly on the Nasdaq Capital Market, on any other existing trading market for the Shares, through a market maker or as otherwise agreed by the Company and the Distribution Agent.

The Company has no obligation to sell any of the Shares, and may at any time suspend sales under the Distribution Agreement or terminate the Distribution Agreement in accordance with its terms. Agent will be entitled to a fixed commission of 3.0% of the aggregate gross proceeds from the Shares sold. The Shares will be issued pursuant to the Company's existing shelf registration statement on Form S-3 (File No. 333225517) (the "Registration Statement"), which was filed with the SEC and declared effective by the SEC on June 29, 2018, and the Prospectus Supplement to the Registration Statement filed June 11, 2019.