

Scandinavian Real Heart AB Announces Outcome in the Company's Rights Issue

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, WITHIN OR TO THE UNITED STATES, AUSTRALIA, BELARUS, HONG KONG, JAPAN, CANADA, NEW ZEALAND, RUSSIA, SWITZERLAND, SINGAPORE, SOUTH AFRICA, SOUTH KOREA OR ANY OTHER JURISDICTION WHERE RELEASE, DISTRIBUTION OR PUBLICATION OF THIS PRESS RELEASE WOULD BE UNLAWFUL OR WOULD REQUIRE FURTHER REGISTRATION OR ANY OTHER MEASURES.

Scandinavian Real Heart AB (publ) ("Realheart" or the "Company") has completed the rights issue of units, consisting of shares and warrants of series TO3, which the board of directors decided on May 7, 2024, with authorization from the annual general meeting on June 7, 2024 (the "Rights Issue"). The outcome concludes that 38 083 456 units have been subscribed through use of unit rights, corresponding to approximately 39.3 percent of the Rights Issue. Additionally, the Company has received applications for subscription of 5 527 237 units without unit rights, corresponding to approximately 5.7 percent of the Rights Issue. A total of 43 610 693 units were subscribed with the support of unit rights and applications for subscription without unit rights, corresponding to 45.0 percent of the Rights Issue. Hence, underwriting commitments of 4 999 713 units, corresponding to 5.2 percent of the Rights Issue, will be exercised. In total, 48 610 406 units were subscribed, corresponding to 50.1 percent of the Rights Issue. Through the Rights Issue, the Company will receive approximately SEK 24.3 million before issue costs.

On May 7, 2024, Realheart announced that the board of directors of the Company had resolved on a rights issue of approximately SEK 48.5 million. The subscription price in the Rights Issue was SEK 0.5 per unit, consisting of two (2) newly issued shares and one (1) warrant of series TO3. The total number of units offered in the Rights Issue amounted to 96,994,446.

Outcome in the Rights Issue

The subscription period in the Rights Issue ended on July 7, 2023. The final outcome shows that 38 083 456 units has been subscribed for with support of unit rights, corresponding to approximately 39.3 percent of the Rights Issue. Additionally, the Company has received applications for subscription of 5 527 237 units without support of unit rights, corresponding to approximately 5.7 percent of the Rights Issue. Consequently, 43 610 693 units were subscribed with and without unit rights, corresponding to approximately 45.0 percent of the Rights Issue. Underwriting commitments of 4 999 713 units will be exercised by the Company, corresponding to 5.2 percent of the Rights Issue. In total, 48 610 406 units were subscribed, corresponding to 97 220 812 newly issued shares and 48 610 406 warrants of series TO3.

Through the Rights Issue, the Company will initially receive approximately SEK 24.3 million before deduction of issue costs.

Comment from Ina Laura Perkins, CEO

""We are pleased that so many shareholders have subscribed to units in Realheart and we welcome all new shareholders. We will continue the Realheart ® TAH development, which is at a very exciting stage.", commented Ina Laura Perkins, CEO at Realheart.

Allocation of units subscribed for without the support of unit rights

Allocation of units subscribed for without the support of unit rights has taken place in accordance with the principles set out in the prospectus that the Company published on June 11, 2024, due to the Rights Issue (the "Prospectus"). Notification of such allocation is announced separately through settlement notes. Nominee-registered shareholders receive notification of allotment in accordance with instructions from the respective nominee.

Shares, share capital, and dilution

Through the Rights Issue, the total number of shares in the Company increase by 97 220 812 shares, from 96 994 446 shares to 194 215 258 shares, and the share capital increase by SEK 3 888 832.48, from SEK 3 879 777,84 to SEK 7 768 610.32, corresponding to a dilution effect of 50.1 percent of the total number of shares and votes in the Company. If all warrants of series TO3 are fully exercised for subscription of new shares in the Company, the total number of shares in the Company will increase with an additional 24 305 203 shares, from 194 215 258 shares to 218 520 461 shares, and the share capital will increase with an additional SEK 972 208.12, from SEK 7 768 610.32 to SEK 8 740 818.44, corresponding to a dilution effect of 11.1 percent of the total number of shares and votes in the Company.

Trading in paid subscribed units ("BTU")

Trading in BTU takes place until the conversion of BTU into shares and warrants of series TO3 after the Rights Issue has been registered with the Swedish Companies Registration Office. Registration with the Swedish Companies Registration Office is expected to take place during week 30, 2023.

Warrants of series TO3

Two (2) warrants of series TO3 entitles the holder to subscribe for one (1) new share in the Company at an exercise price corresponding to seventy (70) percent of the volume-weighted average price (VWAP) paid for the Company's shares ten (10) days prior to the subscription period. Subscription of new shares through warrants of series TO3 shall be carried out in accordance with the terms and conditions of the warrants during the period from and including March 3, 2025, up to and including March 31, 2025. Trading in warrants of series TO3 shall take place from and in conjunction with the conversion of BTU into shares and warrants of series TO3, which is expected to take place during week 30, 2023.

Compensation to underwriters

In connection with the Rights Issue, a number of investors have entered underwriting commitments. For underwriting commitments made, an underwriting compensation of 15 percent of the underwritten amount is paid if the underwriters choose compensation in the form of cash or alternatively 20 percent of the underwritten amount if the underwriters choose compensation in the form of newly issued units. Underwriters who wish to receive underwriting compensation in the form of units must notify Skills no later than two days after having been notified.

Advisers

Skills Corporate Finance Nordic AB is financial adviser and Setterwalls Advokatbyrå AB is legal adviser to Realheart in connection with the Rights Issue.

Important information

Publication, release, or distribution of this press release may in certain jurisdictions be subject to legal restrictions and persons in the jurisdictions where this press release has been made public or distributed should inform themselves of and follow such legal restrictions. The recipient of this press release is responsible for using this press release and the information herein in accordance with applicable rules in each jurisdiction.

The information in this press release neither contains nor constitutes an offer to acquire, subscribe for or otherwise trade shares, warrants or other securities in Realheart. No action has been taken and no action will be taken to allow an offer to the public in any jurisdiction other than Sweden. The Swedish Financial Supervisory Authority's approval of the Prospectus shall not be construed as an approval of the Company's shares, warrants or other securities. However, this press release is not a prospectus within the meaning of the Prospectus Regulation (EU) 2017 /1129 ("Prospectus Regulation"), and this press release neither identifies nor purports to identify risks (direct or indirect) that may be associated with an investment in shares, warrants or other securities in Realheart. The information in this press release is only intended to describe the background to the Rights Issue and does not claim to be complete or exhaustive. No assurance shall be given with respect to the accuracy or completeness of the information in this press release. Any investment decision should, in order for an investor to fully understand the potential risks and benefits associated with the decision to participate in the Rights Issue, be based solely on the information in the Prospectus. Therefore, an investor is recommended to read the entire Prospectus. This press release constitutes marketing in accordance with Article 2 (k) of the Prospectus Regulation.

The information in this press release may not be published, released or distributed, directly or indirectly, in or to the United States, Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Switzerland, Singapore, South Africa, South Korea or any other jurisdiction where such action would be unlawful, subject to legal restrictions or require other actions than those following from Swedish law. Actions in violation of this instruction may constitute violations of applicable securities laws. No shares, warrants or other securities in Realheart have been registered, and no shares, warrants or other securities will be registered, under the then-applicable United States Securities Act of 1933 (the "Securities Act") or securities legislation in any state or other jurisdiction in the United States, and may not be offered, sold or otherwise

transferred, directly or indirectly, in or to the United States except in accordance with an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with securities legislation in the relevant state or other jurisdiction in the United States.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” who are (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) high net worth entities falling within Article 49 (2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

Scandinavian Real Heart AB develops a total artificial heart (TAH) for implantation in patients with life-threatening heart failure. Realheart® TAH has a patented design that resembles that of the natural human heart. The artificial heart consists of a four-chamber system (two atria and two ventricles) designed to generate a physiological blood flow pattern that mimics the body's natural circulation. A unique concept in the medical technology world.

For more information, please contact:

Ina Laura Perkins, CEO

Phone: +46 (0) 70 406 49 21

E-mail: inalaura.perkins@realheart.se

Certified Adviser: Svensk Kapitalmarknadsgranskning AB, www.skmg.se

This information is information that Scandinavian Real Heart is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2024-07-09 17:20 CEST.