

## **Bulletin from the Annual General Meeting in Scandinavian Real Heart AB on 7 June 2024**

**The Annual General Meeting in Scandinavian Real Heart AB (the “Company”) has been held on 7 June 2024 and in particular the following resolutions were made.**

### **Adoption of the profit and loss statement and the balance sheet, appropriation of the results and discharge of liability**

The Annual General Meeting resolved to adopt the presented profit and loss statements and balance sheet for the financial year 2023. Furthermore, the Annual General Meeting resolved that no dividend will be paid for the financial year 2023 and that the results shall be carried forward into new account. The Annual General Meeting resolved to discharge the Board members and the CEO, active during the financial year 2023, from liability towards the Company.

### **Determination of fees for Board members and auditor**

The Annual General Meeting resolved that a fee of SEK 160,000 shall be paid to the Chairman of the Board of Directors and SEK 77,500 to each of the other Board members who are not employed by the Company. It was resolved that fees to the auditor shall be paid according to approved invoices.

### **Election of Board of Directors and auditor**

For the time until the end of the next Annual General Meeting, Magnus Öhman, Azad Najjar, Oliver Voigt, Solveig Bergström, Giovanni Lauricella and Stuart McConchie were re-elected as Board members. Magnus Öhman was re-elected as Chairman of the Board. Ulf Grape and Christer Norström had chosen not to stand for re-election.

The auditing company Grant Thornton Sweden AB was re-elected as auditor for the period until the Annual General Meeting 2025. The Company has been informed that Joakim Söderin will be appointed as auditor-in-charge.

### **Nomination Committee**

The Annual General Meeting resolved that the Nomination Committee for the Annual General Meeting 2025 shall consist of Christer Norström and Azad Najjar.

### **Amendment of the Articles of Association**

The Annual General Meeting resolved on an amendment of the Articles of Association whereby the share capital in the Company shall amount to not less than SEK 3,840,000 and not more than SEK 15,360,000 and the number of shares shall amount to not less than 96,000,000 shares and not more than of 384,000,000 shares.

### **Reduction of the share capital without redemption of shares**

The Annual General Meeting resolved to reduce the Company's share capital with SEK 5,819,666.76. The reduction of the share capital will be made without redemption of shares by changing the share quota value from SEK 0.10 to SEK 0.04 per share. The reduction amount shall be allocated to the unrestricted premium reserve.

The reduction of share capital by changing the quota value is made in order to adjust the share capital in relation to the rights issue suggested for approval in items 14 below. After the reduction, the share capital will amount to SEK 3,879,777.84 divided into 96,994,446 shares (prior to the rights issue), each share with a quota value of SEK 0.04.

### **Approval of the resolution by the Board of Directors to issue new units consisting of shares and warrants with preferential rights for the shareholders**

The Annual General Meeting resolved to approve the Board of Directors' resolution of 7 May 2024, on issuance of units, in the form of new shares and warrants giving right to subscribe for new shares, with preferential rights for the shareholders.

The issue comprises no more than 193,988,892 new shares and no more than 106 454 446 warrants of series TO3, which may be subscribed for and allotted together in the form of so called units where each unit consists of two (2) shares and one (1) warrant of series TO3. After the issue, the shares and the warrants will be separated. Two (2) warrants entitles to subscription of one (1) new share in the Company.

The shareholders of the Company shall have preferential rights to subscribe for units. For each share held on the record date, the shareholder receives one unit right, whereby one unit right entitles to subscribe for one unit. The record date for determining which shareholders shall be entitled to subscribe for units on a preferential basis shall be 10 June 2024.

In case not all units have been subscribed for, the Board of Directors shall decide that allotment of units subscribed for without unit rights shall take place up to the maximum amount of the issue, whereby the Board of Directors primarily will allot units to those who also subscribed for units based on unit rights, and in the event of over subscription, pro rata to their subscription based on unit rights. Secondly, the Board of Directors will allot units to those who subscribed for units without unit rights, and if full allotment cannot be made, pro rata to their subscription. To the extent not possible, allotment shall be made through drawing of lots, and finally, subject to such allocation being required in order for the issue to be fully subscribed, to the guarantors of the issue.

Warrants may also, with deviation from the shareholders' preferential rights, be subscribed for by underwriters in the rights issue that have chosen to receive compensation in the form of newly issued units.

The subscription price is SEK 0.50 per unit, corresponding to SEK 0.25 per share. The warrants are issued free of charge. In the case of full subscription, this provides issuing proceeds of approximately MSEK 48.5.

Subscription for units with or without unit rights shall be made during the period from 12 June 2024 until, and including 5 July 2024. The Board of Directors shall be entitled to extend the subscription period. Trading with unit rights is expected to take place during the period from 12 June 2024 until, and including 2 July 2024. Trading in BTU (Paid Subscribed Units) is expected to take place from 12 June 2024 until, around week 30 2024.

### **Resolution regarding a bonus issue**

The Annual General Meeting resolved to carry out a bonus issue thereby increasing the share capital with SEK 5,819,666.76 by making use of the Company's non-restricted equity. The bonus issue shall be carried out without issuing new shares.

### **Resolution regarding reduction of the share capital without redemption of shares**

The board of directors proposes that the Meeting resolves upon reducing the Company's share capital by an amount in SEK corresponding to the increase in the share capital pursuant to the resolution on the rights issue above minus the minimum amount required for the share's quotient value after the reduction to correspond to a whole number of öre. The reduction of the share capital will be made without redemption of shares by changing the share quota value. The reduction amount shall be allocated to the unrestricted premium reserve.

### **Authorisation for the Board of Directors to resolve on a new share issue**

The Annual General Meeting resolved on authorisation for the Board of Directors to, within the limits of the applicable Articles of Association, with or without deviating from the shareholders' preferential rights, on one or more occasions during the period until the next Annual General Meeting, resolve on an increase in the Company's share capital through a new issue of shares in the Company.

Complete resolutions as above are available on the Company's website, [www.realheart.se](http://www.realheart.se).

### **For more information, please contact:**

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### **About Us**

Scandinavian Real Heart is active in medical technology. The company conducts research and development in observations of the physiology of the heart. The development of the company's product, a complete artificial heart (TAH), takes place in collaboration with cardiac surgeons, researchers and engineers. The focus is on developing patented solutions that can imitate the blood circulation of the natural human heart. The solutions are intended for use by patients diagnosed with heart failure.