

## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN SCANDINAVIAN REAL HEART AB**

The shareholders in Scandinavian Real Heart AB, reg. no. 556729–5588 (the "Company"), are hereby invited to the Annual General Meeting on Thursday, 12 June 2025 at 15.00 at Best Western Plus Hotel Plaza, Kopparbergsvägen 6, 722 13 Västerås. Registration for the Meeting begins at 14:30.

### **Right to Participate in the Meeting, etc.**

Shareholders who wish to participate in the Meeting shall

- be recorded in the share register kept by Euroclear Sweden AB no later than Tuesday 3 June 2025, and
- notify the Company their intention to participate no later than Thursday, 5 June 2025 by post to Scandinavian Real Heart AB, Kopparbergsvägen 6, 722 13 Västerås, or by e-mail to [jimmy.nybom@realheart.se](mailto:jimmy.nybom@realheart.se). The notification shall state full name, personal identification number/company registration number, shareholding, address, daytime telephone number and, if applicable, information about proxies or assistants (maximum two).

To be entitled to participate in the Meeting, shareholders whose shares are held in the name of a nominee must, in addition to providing notification of their participation in the Meeting, re-register the shares in their own name so that the shareholders are registered in the share register on the record date on Tuesday, 3 June 2025. This re-registration may be temporary (so-called "voting right registration") and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee no later than Thursday, 5 June 2025, are considered when preparing the share register.

### **Proxies etc.**

If a Shareholders shall be represented by proxy, the proxy shall bring a written, dated and by the shareholder signed, power of attorney to the Meeting. The power of attorney may not be older than one year unless indicated that it is valid for a longer period, not exceeding five years. If the proxy is issued by a legal person, the proxy shall bring a current copy of the registration certificate and similar papers of authorisation. In order to facilitate entry to the Meeting, a copy of the power of attorney and other authorisation documents should be attached to the notification to the Meeting. Proxy forms will be available on the Company's website [www.realheart.se](http://www.realheart.se) and will be sent by post to shareholders who contact the Company and state their address.

### **Processing of Personal Data**

For information on how personal data is processed in connection with the Meeting, please refer to the privacy policy available on Euroclear Sweden AB's website: [www.euroclear.com/dam/ESw/Legal/Privacynotice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacynotice-bolagsstammor-engelska.pdf).

**Proposal for Agenda**

1. Election of Chairman of the Meeting
2. Election of one or two persons to verify the minutes
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Determination as to whether the meeting has been duly convened
6. Presentation of the annual report and the auditor's report and the consolidated annual report and the consolidated auditor's report
7. Resolution on
  - a. adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet;
  - b. appropriation of the Company's profit or loss as set forth in the adopted balance sheet;
  - c. discharge of the Board members and the CEO from liability
8. Determination of number of Board members, deputy Board members and the number of auditors and deputy auditors
9. Determination of fees for Board members and auditor
10. Election of Board members and, where applicable, deputy Board members, Chairman of the Board and auditors and, where applicable, deputy auditors
11. Election of Nomination Committee
12. Resolution on authorisation for the Board of Directors to resolve on a new share issue
13. Closing of meeting

**The Nomination Committee's Proposals****Item 1 – Election of Chairman of the Meeting**

On the Annual General Meeting 2024 Christer Norström and Azad Najar were elected as Nomination Committee. The Nomination Committee proposes that Magnus Öhman, or whoever the Nomination Committee appoints in his absence, be appointed Chairman at the Annual General Meeting.

**Item 8 – Determination of Number of Board Members, Deputy Board Members and the Number of Auditors and Deputy Auditors**

The Nomination Committee proposes that the Board of Directors should consist of seven ordinary Board members without deputies. Further, the Nomination Committee proposes to appoint a registered auditing company as auditor.

**Item 9 – Determination of Fees for Board Members and Auditor**

The Nomination Committee proposes that the fees to the Board of Directors, until the end of the next Annual General Meeting, shall remain unchanged. The fees shall amount to SEK 160,000 to the Chairman of the Board of Directors and SEK 77,500 to each of the other Board members who are not employees within the Company. Fees to the auditor are proposed to be paid according to approved invoices.

**Item 10 – Election of Board Members and, Where Applicable, Deputy Board Members, Chairman of the Board and Auditors and, Where Applicable, Deputy Auditors**

The Nomination Committee proposes, for the time until the end of the next Annual General Meeting, reelection of Magnus Öhman, Azad Najar, Oliver Voigt, Giovanni Lauricella and Stuart McConchie and newelection of Oskar Mellgren and Mia Tomczak as Board members. Furthermore, it is proposed to elect Oskar Mellgren as Chairman of the Board of Directors. Solveig Bergström is not available for re-election.

As auditor, the Nomination Committee proposes that the registered auditing firm Grant Thornton Sweden AB shall be re-elected for the period until the Annual General Meeting 2026. Grant Thornton Sweden AB has informed that, on the condition that the General Meeting decides in accordance with the Nomination Committee's proposal, the authorized public accountant Joakim Söderin will continue as auditor-incharge.

**Item 11 – Election of Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves that the Nomination Committee for the 2026 Annual General Meeting shall consist of Claes Mellgren.

**The Board of Directors' Proposals****Item 7 b – Resolution on Appropriation of the Company's Profit or Loss as Set Forth in the Adopted Balance Sheet**

The Board of Directors proposes that the Annual General Meeting shall resolve that distributable profits are carried forward and not to distribute any dividends for the financial year 2024.

**Item 12 – Resolution on Authorisation for the Board of Directors to Resolve on a new Share Issue**

The Board of Directors proposes that the Annual General Meeting resolve 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. The purpose of the authorisation and the reasons for any deviation from the shareholders' preferential rights is that new issues should be able to take place in order to increase the Company's financial flexibility and the Board's capacity for action, to be able to broaden the shareholder base in the Company and to be able to finance any business mergers and acquisitions of operations or businesses that the Company may carry out.

The total number of shares to be issued by in accordance with the authorisation shall not be limited in any other way than by the limits of the share capital and the number of shares included in the Company's Articles of Association registered at any time. The issues shall be carried out at a market-based subscription price, subject to a market-based issue discount where applicable, and payment shall be made through cash payment, with property in kind or by set-off, or with other conditions.

The Board of Directors or a person appointed by the Board of Directors shall be authorised to make the minor adjustments required for the registration of the resolution at the Swedish Companies Registration Office. For a valid resolution in accordance with the Board's proposal, the resolution must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the Meeting.

**Information on the Number of Shares and Votes**

At the time of issue of this notice, the total number of shares and votes in the Company amounts to 4,398,704.

**Shareholders' Right to Request Information**

The shareholders are reminded of their right, in accordance with Chapter 7 Section 32 of the Swedish Companies Act (2005:551), to request information from the Board Directors and the CEO at the Meeting.

**Provision of Documents**

The Company's annual report and audit report for the financial year 2024 as well as other documents according to the Swedish Companies Act will be kept available to the shareholders at the Company's head office; Kopparbergsvägen 6, 722 13 Västerås and on the Company's website [www.realheart.se](http://www.realheart.se) no later than three weeks before the Annual General Meeting. Copies of the documents will also be sent to shareholders who so request and who provide their postal address.

Västerås in May 2025

Scandinavian Real Heart AB

**THE BOARD OF DIRECTORS**

**For more information, please contact:**

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**About Us**

Scandinavian Real Heart AB (publ) is developing the first artificial heart that mimics the shape, function, and blood flow pattern of the human heart. These unique product features provide completely new opportunities to save lives and give patients a good quality of life while waiting for a heart transplant. In the future, artificial hearts may also become an alternative to transplantation for broader groups of patients with severe heart failure. Realheart® TAH (Total Artificial Heart) is now being evaluated in extensive preclinical trials ahead of a first clinical study in patients. The company's shares are traded on Nasdaq Stockholm First North Growth Market. For more information, visit [www.realheart.se](http://www.realheart.se)