

NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING IN SCANDINAVIAN REAL HEART AB

The shareholders of Scandinavian Real Heart AB, reg. no. 556729–5588 (the "Company"), are hereby invited to an Extraordinary General Meeting on Tuesday, 5 November 2024 at 10.00 at Best Western Plus Hotel Plaza, Kopparbergsvägen 10, SE-722 13 Västerås, Sweden. Registration for the Meeting begins at 09.30.

Right to participate in the Meeting, etc.

Shareholders who wish to participate in the Meeting must:

- be recorded in the share register kept by Euroclear Sweden AB no later than Monday, 28 October 2024; and
- notify the Company of their intention to participate no later than Wednesday, 30 October 2024 by post to Setterwalls Advokatbyrå AB, attn: Anna af Petersens, P.O. Box 1050, 101 39 Stockholm or by e-mail to anna.afpetersens@setterwalls.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 Monday, 28 October 2024. 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 Wednesday, 30 October 2024, 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 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: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-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. Resolution regarding reduction of the Company's share capital through redemption of shares
7. Resolution regarding bonus issue without the issue of new shares
8. Resolution on amendment of the Articles of Association
9. Resolution on a reverse share split
10. Closing of Meeting

Item 1 – Election of chairman of the Meeting

The Board of Directors proposes that Magnus Öhman is elected chairman of the Meeting.

Item 6 – Resolution regarding reduction of the Company's share capital through redemption of shares

In order to achieve a number of shares in the Company evenly divisible by 100, for the purpose of enabling the reverse share split pursuant to item 9 below, the Board of Directors proposes that the Meeting resolves to reduce the share capital of the Company through a redemption of shares. As of the date of this notice, there are 206,815,258 shares in the Company. Through a redemption of 58 shares, the number of shares will be evenly divisible by 100. The Board member Azad Najjar, through Najjar Medical and Invention AB, who currently holds 3,487,905 shares in the Company, has undertaken to, without consideration, return 58 shares to the Company.

In light of the above, the Board of Directors has decided that the shares so returned shall be redeemed. The Board of Directors therefore proposes that the General Meeting resolves to reduce the share capital by SEK 2.9, without repayment to Najjar Medical and Invention AB. The reduction of the share capital shall be effected through the redemption of all own shares that the Company will hold by Najjar Medical and Invention AB returning a total of 58 shares without consideration. The reduction of the share capital is made for allocation to the Company's unrestricted equity.

The Board of Directors, the CEO, or the person appointed by the Board of Directors or the CEO, are authorized to make such minor amendments to the resolution as may be required in connection with the registration or execution of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

The resolution is conditional upon the Meeting passing resolutions in accordance with items 7–9 of the notice.

Item 7 – Resolution regarding bonus issue without the issue of new shares

In order to achieve a time-efficient procedure with the redemption of shares in accordance with item 6 above and without requiring permission from the Swedish Companies Registration Office or a general court, the Board of Directors proposes that the General Meeting resolves to restore the Company's share capital by increasing the share capital by SEK 20,681.52 through a bonus issue without issuance of new shares. The bonus issue is carried out through a transfer from the Company's non-restricted equity to the Company's share capital.

After completion of the bonus issue and reduction of the share capital in accordance with item 6 above, the Company's share capital will amount to SEK 10,361,441.52 divided into 206,815,200 shares, each with a quota value of SEK 0.0501.

The Board of Directors, the CEO, or the person appointed by the Board of Directors or the CEO, are authorized to make such minor amendments to the resolution as may be required in connection with the registration or execution of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

The resolution is conditional upon the Meeting passing resolutions in accordance with items 6 and 8–9 of the notice.

Item 8 – Resolution on amendment of the Articles of Association

In order to resolve on the reverse share split as proposed under item 9 below, the Board of Directors proposes that the General Meeting resolves to change the limits for the number of shares in the Articles of Association (§ 5) from “not less than 96,000,000 and not more than 384,000,000 shares” to “not less than 2,000,000 and not more than 8,000,000 shares”.

The Board of Directors furthermore proposes that the General Meeting resolves to change the limits for the share capital in the Articles of Association (§ 4) from “not less than SEK 3,840,000 and not more than SEK 15,360,000” to “not less than SEK 10,020,000 and not more than SEK 40,080,000”.

The Board of Directors furthermore proposes that the General Meeting resolves to amend the Articles of Association to be bilingual and thus be written both in Swedish and in English.

The proposed Articles of Association in its entirety will be set out in the Board of Directors' compete proposal.

The Board of Directors, the CEO, or the person appointed by the Board of Directors or the CEO, are authorized to make such minor amendments to the resolution as may be required in connection with the registration or execution of the resolution with the Swedish Companies Registration Office.

The resolution is conditional upon the Meeting passing resolutions in accordance with items 6–7 and 9 of the notice.

Item 9 – Resolution on a reverse share split

In order to achieve an appropriate number of shares for the Company, the Board of Directors proposes that the General Meeting resolves on a reverse share split of the Company's shares (1:100), whereby the number of shares in the Company is reduced by combining one hundred (100) shares into one (1) share. The Board of Directors shall be authorized to determine the record date for the reverse share split (to occur after the resolution has been registered with the Swedish Companies Registration Office) and to otherwise take the measures required for the implementation of the reverse share split.

If a shareholder's holding of shares does not correspond to a full number of new shares, i.e. is not evenly divisible by one hundred (100), this shareholder will, free of charge, receive such number of shares from Najar Medical and Invention AB so that his/her holding, after addition of the provided shares, is evenly divisible by one hundred (100). Further information on the procedure for the reverse share split will be announced when the Board of Directors resolves on the record date.

The Board of Directors, the CEO, or the person appointed by the Board of Directors or the CEO, are authorized to make such minor amendments to the resolution as may be required in connection with the registration or execution of the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

The resolution is conditional upon the Meeting passing resolutions in accordance with items 6–8 of the notice.

Majority requirements

For resolutions according to items 6–9 to be valid, it is required that the resolutions are supported by shareholders who represent 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 206,815,258.

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 of Directors and the CEO.



PRESS RELEASE

24 September 2024 16:10:00 CEST

Provision of documents

Required documents according to the Swedish Companies Act, including the Articles of Association in their complete proposed new wording, will be available at the Company's office no later than two weeks before the Meeting and will be sent free of charge to shareholders who request it and state their postal address. The documents will also be available on the Company's website www.realheart.se from this date at the latest. All the above documents will also be presented at the Meeting.

Västerås in September 2024

Scandinavian Real Heart AB

THE BOARD OF DIRECTORS

For more information, please contact:

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

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. Realheart® TAH (Total Artificial Heart) is now being evaluated in extensive preclinical trial models ahead of a first clinical study in patients. In the future, artificial hearts may also become an alternative to transplantation for broader groups of patients with severe heart failure. The company's shares are traded on Nasdaq Stockholm First North Growth Market. For more information, visit www.realheart.se