



Notice to Attend the Annual General Meeting in Scandinavian Real Heart AB

Press Release, 16 May 2023

The shareholders in Scandinavian Real Heart AB, reg. no. 556729–5588 (the "Company"), are hereby invited to the Annual General Meeting on Wednesday, 14 June 2023 at 15.00 at Best Western Plus Hotel Plaza, Kopparbergsvägen 10, 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 Monday, 5 June 2023, and
- notify the Company their intention to participate no later than Thursday, 8 June 2023 by post to Scandinavian Real Heart AB, Kopparbergsvägen 10, 722 13 Västerås, by phone +46 (0)70-643 88 61 or by e-mail jonas.bark@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 Monday, 5 June 2023. 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, 8 June 2023, 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:

<http://www.euroclear.com/dam/ESw/Legal/Integritypolicy-bolagsstammor-svenska.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
7. Resolution on
 - a. adoption of the profit and loss statement and the 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 and auditors
9. Determination of fees for Board members and auditor
10. Election of Board members, Chairman of the Board and auditor
11. Election of Nomination Committee
12. Resolution on amendment of the Articles of Association
13. Approval of the resolution by the Board of Directors to issue new units consisting of shares and warrants with preferential rights for the shareholders
14. Resolution on authorisation for the Board of Directors to resolve on a new share issue
15. Closing of meeting

The Nomination Committee's proposals

The Nomination Committee's proposals regarding the election of Chairman of the Meeting (item 1), determination of number of Board members and auditors (item 8), determination of fees for Board members and auditor (item 9), election of Board members, Chairman of the Board and auditor (item 10) as well as the election of the Nomination Committee (item 11) will be presented on the Company's website www.realheart.se well in advance of the Meeting.

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 (item 8 b)

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 2022.

Item 12 – Resolution on amendment of the Articles of Association

The Board of Directors proposes that the Meeting resolves to amend the Articles of Association in accordance with the following:

Current wording:

§ 4 Share Capital The share capital of the company shall amount to not less than SEK 2,000,000 and not more than SEK 8,000,000.

§ 5 Number of shares The number of

Proposed wording:

§ 4 Share Capital The share capital of the company shall amount to not less than SEK 7,000,000 and not more than SEK 28,000,000.

§ 5 Number of shares The number of

shares in the company shall be not less than 20,000,000 and not more than 80,000,000 shares.

shares in the company shall be not less than 70,000,000 and not more than 280,000,000 shares.

Furthermore, the Board of Directors proposes that the Meeting resolve to introduce a new section 11 in the Articles of Association which allows the General Meeting to be held in Västerås or Stockholm as set out below.

Proposed wording:

§ 11 Location for the general meetingA general meeting may be held in Västerås or Stockholm.

Since it is proposed that the section be inserted as a new section 11, it is also proposed to renumber subsequent sections in the Articles of Association so that previous sections 11–13 become sections 12–14.

The resolution shall be conditional on the Meeting approving the Board's resolution on a new issue of units with preferential rights for the shareholders in accordance with item 13 below.

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

Item 13 – 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 Board of Directors proposes that the Meeting resolves to approve the Board of Directors' resolution of 15 May 2023, on issuance of so called units, in the form of new shares and warrants giving right to subscribe for new shares, with preferential rights for the shareholders in accordance with below.

Number of units and share capital increase

The issue comprises no more than 69,958,496 new shares and no more than 34,979,248 warrants of series TO2, which may only 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 TO2. After the issue, the shares and the warrants will be separated. Two warrants entitles to subscription of one (1) new share in the Company.

The Company's share capital may be increased through subscription of the new shares and through exercise of the warrants for subscription of new shares. The Company's share capital may be increased by no more than SEK 8,744,812, out of which no more than SEK 6,995,849.6 is from the new shares and no more than SEK 1,748,962.4 is from the new shares that may be subscribed for through exercise of the warrants. The share capital increases have been calculated based on a quotient value of SEK 0.10 per share.

Right to subscribe for units

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 16 June 2023.

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.

Subscription price of units

The subscription price is SEK 1.60 per unit, corresponding to SEK 0.80 per share. The warrants are issued free of charge. In the case of full subscription, this provides issuing proceeds of approximately MSEK 56.

The share premium shall be transferred to the unrestricted premium reserve.

Subscription and payments of units

Subscription for units based on unit rights shall be made through payment in cash during the period from 20 June 2023 until, and including 7 July 2023. The Board of Directors shall be entitled to extend the subscription period.

Subscription without unit rights shall be made through notice on special application form during the period from 20 June 2023 until, and including 7 July 2023. The Board of Directors shall be entitled to extend the subscription period. Payment for units shall be made at the latest three business days following the date of the dispatch of a contract note to the subscriber, specifying allocation of units, or such later date as the Board of Directors may decide.

Trading with unit rights is expected to take place during the period from 20 June 2023 until, and including 4 July 2023. Trading in BTU (Paid Subscribed Units) is expected to take place from 20 June 2023 until, around week 30 2023.

Subscription and subscription price of new shares subscribed for through exercise of warrants

Subscription of new shares through exercise of warrants may be made during the period from and including 2 January 2025 up to and including 31 January 2025.

Two (2) warrants entitle the holder to subscribe for one (1) new share in the Company at a subscription price per share (the "Exercise Price") corresponding to the higher of (i) 70 percent of the volume weighted average trading price of the company's share on Nasdaq First North Growth Market during a period of 10 trading days immediately preceding the subscription period, however no more than SEK 2 per share, and (ii) the quotient value of the share at the time of exercise of warrants. The part of the Exercise Price exceeding the quota value of the Company's shares shall be allocated to the unrestricted share premium fund. If no trading price is recorded for a particular trading day within the specified period, such day shall not be taken into account, but the period shall instead be extended backwards in time with the number of previous trading days required for the period to comprise a total of 10 trading days with a recorded trading price. The Exercise Price calculated in accordance with above shall be rounded off to two decimals, where SEK 0.005 shall be rounded upwards.

Right to dividends of new shares

The new shares shall entitle to dividends as from the first record date for dividends following registration of the new shares with the Swedish Companies Registration Office.

Miscellaneous

The Board of Directors, or a person appointed by the Board of Directors, shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office or Euroclear Sweden AB.

The resolution on a rights issue is conditional upon that the Articles of Association are amended according to item 12 above.

Item 14 – 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 34,979,248.

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 2022, the Board of Directors' complete proposals for resolutions as set out above 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 10, 722 13 Västerås and on the Company's website www.realheart.se no later than Wednesday 24 May 2023. Copies of the documents will also be sent to shareholders who so request and who provide their postal address.

Västerås in May 2023

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

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.