

## 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 Friday, 7 June 2024 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 Wednesday 29 May 2024, and
- notify the Company their intention to participate no later than Friday, 31 May 2024 by post to Scandinavian Real Heart AB, Kopparbergsvägen 10, 722 13 Västerås, by phone +46 (0)70 219 45 99 or by e-mail [andreas.hultdin@realheart.se](mailto:andreas.hultdin@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 Wednesday, 29 May 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 Friday, 31 May 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](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:

<https://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. Resolution regarding reduction of the share capital without redemption of shares
- 14. Approval of the resolution by the Board of Directors to issue new units consisting of shares and warrants with preferential rights for the shareholders
- 15. Resolution regarding bonus issue
- 16. Resolution regarding reduction of the share capital without redemption of shares
- 17. Resolution on authorisation for the Board of Directors to resolve on a new share issue
- 18. 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](http://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 2023.

##### **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 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 70,000,000 and not more than 280,000,000 shares.

#### **Proposed wording:**

##### **§ 4 Share Capital**

The share capital of the company shall amount to not less than SEK 3,840,000 and not more than SEK 15,360,000.

##### **§ 5 Number of shares**

The number of shares in the company shall be not less than 96,000,000 and not more than 384,000,000 shares.

The resolution to amend the Articles of Association shall be conditional upon the Meeting approving item 13, 14 and 15 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 – 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 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. The resolution to reduce the share capital is conditioned on that the rights issue under item 14 and that the bonus issue under item 15, entailing an increase of the share capital with at least as much as the reduction amount, are registered at the Swedish Companies Registration Office and that the reduction of the share capital, the rights issue and the bonus issue together do not result in a decrease in the Company's share capital. The resolution to reduce the share capital is conditioned by a change of the Articles of Association as set out in item 12 above.

#### **Item 14 – 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 7 May 2024, 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 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 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 9 888 644,60, out of which no more than SEK 7,759,555.68 is from the new shares and no more than SEK 2 129 088,92 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 0.04 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 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.

#### *Subscription price of 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.

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 12 June 2024 until, and including 5 July 2024. 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 12 June 2024 until, and including 5 July 2024. 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 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.

#### *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 3 March 2025 up to and including 31 March 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.

The terms and conditions set out in **Appendix 1** shall otherwise apply to the warrants.

### *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*

It was noted that the documents in accordance with Chapter 13, sections 6 of the Swedish Companies Act were duly presented.

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 is conditioned by the Meeting resolving on the proposals set out in items 12, 13, 15 and 16.

#### **Item 15 – Resolution regarding bonus issue**

The board of directors proposes that the shareholders decide 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 is carried out without issuing new shares.

The resolution is conditioned by the Meeting resolving on the proposals set out in items 12 – 14 above.

#### **Item 16 – 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 under item 14 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.

The reduction of share capital by changing the quota value is made in order to ensure that the resolution to reduce the share capital in item 13, the resolution on the rights issue in item 14, and the resolution on a bonus issue in item 15 together do not result in a decrease in the Company's share capital.

The resolution to reduce the share capital is conditioned by the Meeting resolving on the proposals set out in items 12 – 15 above.

#### **Item 17 – 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 96,994,446.

**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](http://www.realheart.se) no later than Friday 24 May 2024. Copies of the documents will also be sent to shareholders who so request and who provide their postal address.

Västerås in May 2024

Scandinavian Real Heart AB

THE BOARD OF DIRECTORS