



PRESS RELEASE

CARMAT successfully raises a global total of €40.5 million via the issuance of 4,054,282 shares

Paris, April 12, 2022 – 8.00 am (CEST)

CARMAT (FR0010907956, ALCAR), the designer and developer of the world's most advanced total artificial heart, aiming to provide a therapeutic alternative to people suffering from end-stage biventricular heart failure (the "**Company**"), today announces the success of its capital increase for a gross amount of €40.5 million, of which €36.5 million for specialized and strategic investors as defined below and €4.1 million for individuals (via the PrimaryBid platform) (the "**Global Offering**").

Stéphane Piat, Chief Executive Office of CARMAT, said: *"I would like to thank all of our investors, both historical and new, for their contribution to the success of this important financing for CARMAT. The funds raised will allow us to calmly focus, during the coming months, on the resumption of implants of our Aeson® artificial heart, expected in October 2022. I am particularly delighted with the participation of a large number of individual investors, made possible thanks to the PrimaryBid platform. We are very appreciative of their support for CARMAT, a unique French company in the field of medical technologies. Thanks to their support and that of all our other investors, we are one step closer to our goal of making Aeson® the number 1 alternative to a heart transplant, and thus of providing a genuine solution for the many patients suffering from end-stage biventricular heart failure who currently have no therapeutic options."*

Purpose of the funds raised

The Company is planning to use the funds raised through this Global Offering to ensure the continuity of its activities, and notably to support the restart of the production of its Aeson® artificial heart and ensure the resumption – scheduled for October 2022 – of its implants, both from a commercial standpoint and within the framework of its clinical trials.

These funds, combined with the Company's existing financial resources, will enable it to finance its activities, according to its current business plan, until March 2023.

Main characteristics of the Global Offering

The Global Offering, for a total of €40.5 million, issue premium included, was carried out via the issuance, without shareholders' preferential subscription rights and without a priority subscription period, of 4,054,282 new common shares, representing 26.0% of the Company's existing share capital prior to the Global Offering, within the framework of:

- an offer for 3,646,431 new common shares for a total (issue premium included) of €36.1 million, comprising (i) 2,646,431 new shares for physical persons, companies or investment funds who primarily invest, or who have invested more than €2 million over the 36 months prior to the issue in question, in the life science and technology sectors and (ii) 1,000,000 new shares for the Company's strategic or financial partners in France or abroad that have signed or are due to sign one or several commercial or financing partnership agreements (development, co-development, distribution, manufacturing, etc.) with the Company (or a subsidiary) and/or one or several

companies that these partners control, that control these partners or that are controlled by the same people as these partners, directly or indirectly, within the meaning of article L. 233-3 of the French Commercial Code (*Code de Commerce*) (the “**Reserved Offering**”);

- a public offer of new shares aimed at individuals via the PrimaryBid platform, for a total (issue premium included) of €4.1 million, via the issuance of 407,851 new shares. (the “**PrimaryBid Offering**”). This PrimaryBid Offering was the third such offering carried out in France and the most important one in terms of amount raised and number of subscribers in France.

Bank Degroof Petercam SA/NV and ODDO BHF SCA acted as global coordinators - lead managers and joint bookrunners within the framework of the Reserved Offering (together, the “**Placement Agents**”).

Within the framework of the PrimaryBid Offering, investors only subscribed via the PrimaryBid partners mentioned on the PrimaryBid website (www.PrimaryBid.fr). The PrimaryBid Offering was not covered by an underwriting agreement.

The new shares, which represent approximately 26.0% of the Company’s share capital, on a non-diluted basis, prior to the Global Offering and 20.6% of the Company’s share capital, on a non-diluted basis, following to the Global Offering, were issued yesterday evening on the decision of the Company’s Chief Executive Officer under and within the scope of the sub delegations of competence granted by the Company’s Board of Directors on April 11, 2022 and on the basis of article L. 225-138 of the French Commercial Code in accordance with Resolutions 17 and 18 approved by the Annual General Meeting of May 12, 2021 (the “**AGM**”).

The issue price of the new shares was set at €10 per share, representing a discount of 19.7% on CARMAT’s closing price on April 11, 2022, i.e. €12.45, and a discount of 20.6% on CARMAT’s volume-weighted average price on the Euronext Growth multilateral trading facility during the five trading sessions preceding the setting of the price (i.e. April 5 to 11, 2022 inclusive), i.e. €12.59, in accordance with Resolutions 17 and 18 approved by the AGM.

To the Company’s knowledge, the breakdown in share ownership before and after the Global Offering is as follows:

	Before the Global Offering (on a non-diluted basis)		After the Global Offering (on a non-diluted basis)	
	Number of shares	% of capital	Number of shares	% of capital
Matra Defense SAS (Airbus group)	1,670,640	10.7%	2,670,640	13.6%
Lohas SARL (Pierre Bastid)	1,418,812	9.1%	1,718,812	8.7%
Corely Belgium SPRL (Gaspard Family)	1,040,000	6.7%	1,110,000	5.6%
Bratya SPRL (Gaspard Family)	240 000	1.5%	310,000	1.6%
Santé Holding SRL (Dr. Antonino Ligresti)	1,133,424	7.3%	1,633,424	8.3%
Prof. Alain Carpentier	548,583	3.5%	548,583	2.8%
Alain Carpentier Foundation Scientific Research Association	115,000	0.7%	115,000	0.6%
Cornovum	458,715	2.9%	458,715	2.3%
Groupe Therabel	392,453	2.5%	492,453	2.5%
BAD 21	227,490	1.5%	287,490	1.5%
Treasury shares	6,035	0.04%	6,035	0.03%
Free float	8,365,120	53.6%	10,319,402	52.5%
Total	15,616,272	100.0%	19,670,554	100.0%

Current shareholders Matra Defense SAS, Lohas SARL, Santé Holdings SRL, Corely Belgium SPRL, Bratya SPRL and BAD 21, which hold 10.7%, 9.1%, 7.3%, 6.7%, 1.5% and 1.5% stakes in the Company respectively, have pledged to subscribe €10 million, €3 million, €5 million, €0.7 million, €0.7 million and €0.6 million respectively within the framework of the Reserved Offering¹. Moreover, Groupe Therabel, which has a 2.5% stake in the Company, has pledged to subscribe €1 million. In exchange for this commitment, Groupe Therabel has been invited to participate in upcoming Board meetings as a permanent guest, and its appointment as a Board Member will be put to the AGM that will be held in 2023 for approval.

In addition, the company François IV SAS has pledged to subscribe €1 million within the framework of the Reserved Offering.

These shareholders and investors were allotted 100% of their subscriptions within the framework of the Reserved Offering. Their investment represents 54.3% of the total amount of the Global Offering.

Admission of new shares

Settlement-Delivery of the new shares and their admission to the Euronext Growth® Paris multilateral trading facility are scheduled for April 14, 2022. The new shares will be listed on the same line as the Company's existing common shares, will carry dividend rights and will be immediately fungible with the Company's existing shares.

The Global Offering is not subject to a prospectus requiring a visa from the AMF stock market authority².

Lock-up undertakings

Within the framework of the Global Offering, the Company has signed a 180-day lock-up commitment from the day of settlement-delivery of the Global Offering, subject to certain customary exceptions. Certain Board Members and major shareholders, who between them held 39.5% of the Company's share capital prior to the Global Offering, have also signed lock-up commitments taking effect on the date these commitments were signed and continuing for 180 days from the date of settlement-delivery of the Global Offering with respect to the Company shares they hold, subject to certain customary exceptions.

Risk factors

Your attention is drawn to the risk factors associated with the Company and its activity, as described in chapter 2 of the 2020 Universal Registration Document filed with the AMF stock market authority under number D.21-0076 on February 24, 2021, which is available free of charge on the Company's website (www.carmatsa.com) and the AMF website (www.amf-france.org). The occurrence of all or part of these risks could have a negative impact on the Company's activity, financial situation, results, development or outlook. In that regard, it is specified firstly that the Company decided to temporarily suspended all implants of its Aeson® artificial heart on December 2, 2021 following the identification of quality issues affecting some of its prostheses and has since confirmed that it is expecting implants to resume in October 2022³; and secondly that, in the absence of additional financing (and notably the capital increases that are the subject of this press release), the Company is financed, according to its current business plan, until July 2022.

Additionally, investors are invited to consider the following risks specific to this issue: (i) the market price of the Company's shares may fluctuate and fall below the subscription price of the shares issued within the framework of the Offering, (ii) the volatility and liquidity of the Company's shares may fluctuate significantly, (iii) divestments of the Company's shares may take place on the market and have a negative effect on its share price, (iv) the Company's shareholders could suffer potentially significant dilution resulting from any future capital increases required to provide the Company with additional financing, and (v) as these shares are not intended to be listed on a regulated market, investors will not benefit from the guarantees associated with regulated markets.

¹ Among these shareholders, the ones represented at the board of the Company abstained from voting on the Reserved Offering.

² The PrimaryBid Offering was meant in any case to be lower than €8 million.

³ [CARMAT press release of December 3, 2021](#); [CARMAT press release of March 28, 2022](#)

About CARMAT

CARMAT is a French MedTech that designs, manufactures and markets the Aeson® artificial heart. The Company's ambition is to make Aeson® the first alternative to a heart transplant, and thus provide a therapeutic solution to people suffering from end-stage biventricular heart failure, who are facing a well-known shortfall in available human grafts. The world's first physiological artificial heart that is highly hemocompatible, pulsatile and self-regulated, Aeson® could save, every year, the lives of thousands of patients waiting for a heart transplant. The device offers patients quality of life and mobility thanks to its ergonomic and portable external power supply system that is continuously connected to the implanted prosthesis. Aeson® is commercially available as a bridge to transplant in the European Union and other countries that recognize CE marking. Aeson® is also currently being assessed within the framework of an Early Feasibility Study (EFS) in the United States. Founded in 2008, CARMAT is based in the Paris region, with its head offices located in Vélizy-Villacoublay and its production site in Bois-d'Arcy. The Company can rely on the talent and expertise of a multidisciplinary team of more than 200 highly specialized people. CARMAT is listed on the Euronext Growth market in Paris (Ticker: ALCAR / ISIN code: FR0010907956). For more information, please go to www.carmatsa.com and follow us on [LinkedIn](https://www.linkedin.com/company/carmat).

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Disclaimer

In France, the offer of Carmat shares described below will be made in the context of (i) two capital increases reserved to one or more specified categories of beneficiaries, pursuant to article L. 225-138 of the French commercial code and applicable regulatory provisions and (ii) a public offering primarily intended to retail investors through the PrimaryBid platform. Pursuant to article 211-3 of the General regulations of the French financial markets authority (Autorité des marchés financiers) (the "AMF") and articles 1(4) and 3 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "Prospectus Regulation"), the offer of Carmat shares will not require the publication of a prospectus approved by the AMF.

With respect to Member States of the European Economic Area, no action has been taken or will be taken to permit a public offering of the securities referred to in this press release requiring the publication of a prospectus in any Member State. Therefore, such securities may not be and shall not be offered in any Member State other than in accordance with the exemptions of Article 1(4) of Prospectus Regulation or, otherwise, in cases not requiring the publication of a prospectus under Article 3 of the Prospectus Regulation and/or the applicable regulations in such Member State.

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