



CARMAT announces the implementation of a flexible equity financing line with IRIS Capital Investment

Paris, March 27, 2025 – 7:00 am (CET)

CARMAT (FR0010907956, ALCAR), designer and developer of the world's most advanced total artificial heart, aiming to provide a therapeutic alternative for people suffering from advanced biventricular heart failure (the "**Company**" or "**CARMAT**"), announces the implementation of a flexible equity financing line with IRIS Capital Investment ("**IRIS**"), for a maximum of 9,000,000 shares (i.e., approximately 15% of its current share capital), over a 24-month period.

Stéphane Piat, Chief Executive Officer of CARMAT, comments: *"I am very pleased with the implementation of this financing line with IRIS Capital Investment, which, based on our current share price, provides us with a potential total financing amount of approximately €7.9 million over the next 24 months, and thus offers substantial room for manoeuvre that we can start benefitting from immediately. In parallel, we are actively working on securing additional funding to ensure the long-term development of our Company and our sales growth. Following a strong start this year, we are determined to progressively establish Aeson® as a reference solution for patients suffering from advanced biventricular heart failure — today in Europe, and within a few years in the United States."*

Pursuant to the terms of the agreement signed on March 26, 2025 between the Company and IRIS, the latter has undertaken to subscribe up to 9,000,000 new ordinary shares of the Company, over a 24-month period, at its own initiative and subject to the conditions set out in the appendix to this press release.

The main purpose of this financing is to strengthen CARMAT's equity and to contribute to the funding of its working capital requirements, particularly to support the development of its sales and the completion of its EFICAS clinical trial in France.

Based on the current share price¹, the Company could receive a total gross amount of €7.9 million should it make full use of this financing line (although this amount is not guaranteed).

The financing line has been structured via the issuance of warrants giving the right to subscribe new ordinary shares of the Company (the "**Warrants**"), exclusively for the benefit of IRIS². This issuance was decided by the Board of Directors of the Company on March 26, 2025, pursuant to the delegation granted by the combined shareholders' meeting of the Company held on December 30, 2024, under its 6th resolution, and in accordance with the provisions of Article L. 225-138 of the French Commercial Code. The main characteristics of the Warrants (in particular their exercise conditions) are described in the appendix to this press release.

CARMAT controls the exercise schedule of the Warrants, having the option to suspend, reactivate or terminate this financing agreement at any time without penalty, but also the right to set a maximum number of Warrants that can be exercised over a given period. In addition, the number of new shares issued upon exercise of the Warrants during each calendar quarter cannot exceed 15% of the volume of CARMAT shares traded on the Euronext Growth market of Euronext Paris during that quarter, unless expressly agreed by the Company.

¹ Closing price on March 26, 2025, i.e., €0.879.

² The latter being part of the category defined by the combined shareholders' meeting of the Company held on December 30, 2024, under its 6th resolution, namely: *"natural persons, companies or investment funds, French or foreign, whether shareholders or not of the Company, investing on a regular basis, or having invested more than €1 million over the past 36 months prior to the issue concerned, in the life sciences or technology sectors."*



The issuance of the Warrants does not give rise to the publication of a prospectus subject to the approval of the French Financial Markets Authority (AMF) nor to the publication of an information document subject to filing with the AMF.

The number of shares issued and admitted to trading under this agreement will be disclosed on the Company's website.

The flexible equity financing line implemented with IRIS only partially finances CARMAT's estimated funding needs over the next 12 months, amounting to c. €35 million based on its current business plan. In this context, the Company is actively exploring various additional financing options and is particularly holding discussions with several financial stakeholders which could support it over the long term. However, it should be noted that, to date, there is no guarantee that such discussions will ultimately lead to any financial support for the Company, regardless of the amount, nor that they will materialize before the end of the Company's current cash runway, i.e. end of May 2025³.

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 circa 200 highly specialized people. CARMAT is listed on the Euronext Growth market of Euronext Paris (Ticker: ALCAR / ISIN code: FR0010907956).

For more information, please go to www.carmatsa.com and follow us on [LinkedIn](#).

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ISIN code: **FR0010907956**
Ticker: **ALCAR**

³ Cash runway excluding the equity financing line entered into with IRIS, the proceeds of which by the end of May 2025 cannot be determined with certainty.



Disclaimer

This press release and the information contained herein do not constitute an offer to sell or subscribe, nor a solicitation of an order to buy or subscribe to CARMAT shares in any country.

This press release may contain forward-looking statements by the Company regarding its objectives and prospects. These forward-looking statements are based on the current estimates and anticipations of the Company's management and are subject to risk factors and uncertainties, including those described in its universal registration document filed with the French Financial Markets Authority (Autorité des marchés financiers) (the "AMF") under number D.24-0374, as updated by the amendment to the 2023 universal registration document filed with the AMF on September 17, 2024 under number D.24-0374-A01 (together, the "2023 Universal Registration Document"), which are available free of charge on the websites of CARMAT (www.carmatsa.com) and the AMF (www.amf-france.org).

Readers' attention is particularly drawn to the fact that the Company's current cash runway is limited to the end of May 2025 (excluding the flexible equity financing line entered into with IRIS, which is the subject of this press release). The Company is also subject to other risks and uncertainties, such as its ability to implement its strategy, the pace of development of its production and sales, the pace and results of ongoing or planned clinical trials, technological evolution and competitive environment, regulatory changes, industrial risks, and all risks associated with the Company's growth management. The Company's forward-looking statements mentioned in this press release may not be achieved due to these elements or other risk factors and uncertainties, whether unknown or not considered material and specific by the Company as of today.

Furthermore, the AMF (French Financial Markets Authority) encourages companies that implement equity lines or other staggered capital increases to, in particular, include the following standard warning:

CARMAT is implementing an equity financing line in the form of warrants to subscribe new ordinary shares with IRIS. After receiving the shares issued upon exercise of the Warrants, IRIS does not intend to remain a shareholder of the Company. The shares resulting from the exercise of the Warrants will generally be sold on the market at short notice, which can exert significant downward pressure on the share price. Shareholders may suffer a loss of their invested capital due to a significant decrease in the value of the Company's shares, as well as significant dilution due to the large number of shares issued to IRIS. Investors are advised to exercise great caution before deciding to invest in CARMAT securities. Investors are also invited to review the risk factors relating to this transaction, as set out in this press release.

Aeson® is an active implantable medical device commercially available in the European Union and other countries recognising the CE mark. The Aeson® total artificial heart is intended to replace the ventricles of the native heart and is indicated as a bridge to transplant in patients with end-stage biventricular heart failure (Intermacs classes 1-4) who cannot benefit from maximal medical therapy or a left ventricular assist device (LVAD) and who are likely to benefit from a heart transplant within 180 days of implantation. The decision to implant and the surgical procedure must be carried out by healthcare professionals trained by the manufacturer. The documentation (clinician's manual, patient's manual and alarm booklet) must be read carefully to learn about the characteristics of Aeson® and the information required for patient selection and proper use (contraindications, precautions, side effects) of Aeson®. In the United States, Aeson® is currently only available as part of a feasibility clinical trial approved by the Food & Drug Administration (FDA).



Key terms and conditions of the financing line entered into with IRIS

Main characteristics of the Warrants

Investor/ Subscriber	IRIS, a French single-member limited liability company (<i>société à responsabilité limitée unipersonnelle</i>) with a share capital of €400,000, having its registered office at 5, villa Houssay, 92200 Neuilly-sur-Seine, registered with the Nanterre Trade and Companies Register under number 753.471.853.
Number of Warrants	9 million Warrants, subscribed by the Investor on March 26, 2025.
Subscription price	€0.0001 per Warrant, representing a total subscription amount of €900.
Term	<p>Upon expiry of a 24-month period starting this day, as may be extended in the cases set out below (the "Commitment Period"), any unexercised Warrants shall automatically lapse.</p> <p>Furthermore, any unexercised Warrants may be repurchased at any time by the Company for cancellation, for a lump sum of €1, at the request of the Company or the Investor (in the latter case, only upon occurrence of an event of default – see below).</p>
Exercise price of a Warrant	<p>The exercise price of a Warrant is equal to 95% of the lowest VWAP observed over the twenty-five (25) trading days immediately preceding the exercise date of the relevant Warrant.</p> <p>However, it is specified that in any case, <u>the exercise price of the concerned Warrant may in no case be less than</u> (i) the minimum price set by the Company's Board of Directors, namely 95% of the volume-weighted average price on the trading day immediately preceding the date of exercise of the Warrant concerned, (ii) the minimum price set by the combined shareholders' meeting of the Company held on December 30, 2024, i.e., 70% of the VWAPs of the five most recent trading sessions preceding the exercise date of the relevant Warrant, or (iii) the nominal value of the Company's shares.</p> <p>The discount granted enables the Investor, acting as a financial intermediary and not intending to remain a shareholder of the Company, to ensure the subscription of the shares despite potential financial markets volatility.</p> <p><u>IRIS will nevertheless not be able to exercise the Warrants if the exercise price of these Warrants, as calculated above, is lower than a floor price freely set by the Company at any time (currently €0.81).</u></p>
Other Conditions for Exercising the Warrants	<p>The Warrants are exercisable from today until their cancellation or lapse, as described above.</p> <p><u>The Company controls the exercise schedule of the Warrants, as it can at any time define the maximum number of new ordinary shares that can be subscribed for by exercising the Warrants during a given period. Furthermore, the number of these new shares cannot exceed, during a calendar quarter, 15% of the volume of CARMAT shares traded on the Euronext Growth market of Euronext Paris during that quarter, unless expressly agreed by the Company.</u></p> <p>The exercise of each Warrant by the Investor is also subject to other conditions set out in the issuance agreement (exercise price above the floor price set by the Company, no event of default or material adverse change, listing of the Company's shares, share closing price above a certain threshold, etc.).</p>
Suspension and reactivation	The Company may suspend and reactivate the exercise of the Warrants at any time without penalty. Likewise, in the event of an event of default (see below), the exercise of the Warrants shall remain suspended until such event of default has been



Extension of the Commitment Period	remedied. The Commitment Period will be extended to reflect any suspensions and reactivations requested by the Company, up to a maximum additional period of 6 months.																																																																					
Ratio	Each Warrant entitles its holder to subscribe for one new ordinary share of the Company (subject to standard legal or contractual adjustments).																																																																					
Events of default	Events of default include, in particular, the Company's failure to comply with its obligations under the issuance agreement, failure to perform any of its contractual obligations, delisting of the Company's shares, or the occurrence of a material adverse change. No financial <i>covenants</i> apply.																																																																					
New shares	The new ordinary shares of the Company issued upon exercise of the Warrants will carry current dividend rights. They will rank <i>pari passu</i> with the existing ordinary shares and will be admitted to trading on the Euronext Growth market of Euronext Paris. The Company will publish the number of shares issued under this financing line on its website.																																																																					
Transfer	The Warrants may not be transferred without the prior written consent of the Company, except in the case of a transfer to an affiliate of the Investor.																																																																					
Potential dilution – Maximum number of shares	<p>The Warrants entitle the holder to subscribe for a maximum of 9,000,000 new ordinary shares of the Company, representing approximately 15% of its current share capital* (on a non-diluted basis). If this maximum number of shares was to be effectively issued, the stake of a shareholder holding 1% of the Company's share capital prior to the implementation of the financing line would decrease to 0.87%.</p> <p>To the best of the Company's knowledge, the share capital breakdown before and after the exercise of all the Warrants will be as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2"><i>To the best of the Company's knowledge</i></th> <th colspan="2">Before IRIS financing line</th> <th colspan="2">After IRIS financing line</th> </tr> <tr> <th>Nb. of shares</th> <th>%</th> <th>Nb. of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Lohas SARL (Pierre Bastid)</td> <td>10,742,930</td> <td>18.3%</td> <td>10,742,930</td> <td>15.8%</td> </tr> <tr> <td>Sante Holdings SRL (Dr Antonino Ligresti)</td> <td>10,689,320</td> <td>18.2%</td> <td>10,689,320</td> <td>15.8%</td> </tr> <tr> <td>Corely Belgium SPRL</td> <td>880,000</td> <td>1.5%</td> <td>880,000</td> <td>1.3%</td> </tr> <tr> <td>Therabel Invest</td> <td>741,706</td> <td>1.3%</td> <td>741,706</td> <td>1.1%</td> </tr> <tr> <td>Airbus Group</td> <td>670,640</td> <td>1.1%</td> <td>670,640</td> <td>1.0%</td> </tr> <tr> <td>Pr. Alain Carpentier & Family</td> <td>491,583</td> <td>0.8%</td> <td>491,583</td> <td>0.7%</td> </tr> <tr> <td>Ass. Recher. Scientif. Fondation A. Carpentier</td> <td>115,000</td> <td>0.2%</td> <td>115,000</td> <td>0.2%</td> </tr> <tr> <td>Stéphane Piat (CEO)</td> <td>553,402</td> <td>0.9%</td> <td>553,402</td> <td>0.8%</td> </tr> <tr> <td>Cornovum</td> <td>458,715</td> <td>0.8%</td> <td>458,715</td> <td>0.7%</td> </tr> <tr> <td>Treasury shares</td> <td>876,582</td> <td>1.5%</td> <td>876,582</td> <td>1.3%</td> </tr> <tr> <td>Free float</td> <td>32,629,669</td> <td>55.4%</td> <td>41,629,669</td> <td>61.4%</td> </tr> <tr> <td>Total</td> <td>58,849,547</td> <td>100.0%</td> <td>67,849,547</td> <td>100.0%</td> </tr> </tbody> </table> <p>* As of the date of this press release, the Company has a share capital of €2,353,981.88 divided into 58,849,547 shares, including 58,817,806 ordinary shares.</p>	<i>To the best of the Company's knowledge</i>	Before IRIS financing line		After IRIS financing line		Nb. of shares	%	Nb. of shares	%	Lohas SARL (Pierre Bastid)	10,742,930	18.3%	10,742,930	15.8%	Sante Holdings SRL (Dr Antonino Ligresti)	10,689,320	18.2%	10,689,320	15.8%	Corely Belgium SPRL	880,000	1.5%	880,000	1.3%	Therabel Invest	741,706	1.3%	741,706	1.1%	Airbus Group	670,640	1.1%	670,640	1.0%	Pr. Alain Carpentier & Family	491,583	0.8%	491,583	0.7%	Ass. Recher. Scientif. Fondation A. Carpentier	115,000	0.2%	115,000	0.2%	Stéphane Piat (CEO)	553,402	0.9%	553,402	0.8%	Cornovum	458,715	0.8%	458,715	0.7%	Treasury shares	876,582	1.5%	876,582	1.3%	Free float	32,629,669	55.4%	41,629,669	61.4%	Total	58,849,547	100.0%	67,849,547	100.0%
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Provision of Company shares	A share loan agreement has been entered into between the Investor and the Company to cover any default or delay in the delivery of shares in connection with the implementation of the issuance agreement. The use of a portion of the Company's treasury shares for this purpose was authorized by the combined shareholders' meeting of the Company held on May 30, 2024.																																																																					



General principles of the financing line

Structuring/arrangement fee and other commissions Penalty clause	None.
Similar operations carried out over the last 24 months	The financing line agreed with IRIS takes over from the previous financing line set up in July 2024. The Company has also issued and may issue in the future share warrants to IQEQ Management as part of the implementation of the equitisation announced on March 22, 2024.
Conflict of interest	To the Company's knowledge, the implementation of the financing line does not create any conflict of interest for its officers or corporate representatives.
Risks associated with the financing line	<p>The sale on the market by IRIS — which does not intend to remain a shareholder of the Company — of shares issued by the Company under the financing line may impact the volatility and liquidity of the stock and exert downward pressure on the Company's share price. The Company's shareholders may also experience significant dilution as a result of the use of the financing line. The total amount of funds raised under the financing line is not guaranteed, as the exercise of the Warrants depends, in particular, on the fulfillment of the conditions described above.</p> <p>The public's attention is drawn to the risk factors relating to the Company and its business, as described in Chapter 2 of the 2023 Universal Registration Document filed with the French Financial Markets Authority (<i>Autorité des marchés financiers</i>) (the "AMF") on April 30, 2024 under number D.24-0374, as updated by the amendment to the 2023 Universal Registration Document filed with the AMF on September 17, 2024 under number D.24-0374-A01 (together, the "2023 Universal Registration Document"), available free of charge on the websites of CARMAT (www.carmatsa.com) and the AMF (www.amf-france.org). The occurrence of all or some of these risks could have an adverse effect on the Company's business, financial situation, results, development or outlook. Readers' attention is particularly drawn to the fact that the Company's current cash runway is limited to the end of May 2025 (excluding the equity financing line entered into with IRIS, which is the subject of this press release).</p>