PRESS RELEASE

CARMAT successfully raises a total of €31.1 million via the issuance of 2,960,710 shares

Paris, December 8, 2022 – 7.45 am (CET)

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 global offering for a gross amount of €31.1 million, of which €27.2 million was subscribed by specialized investors as defined below and €3.9 million was subscribed by retail investors (via the PrimaryBid platform) (the "**Global Offering**").

Stéphane Piat, Chief Executive Office of CARMAT, said: *"Following this successful operation, we can now look ahead with confidence and focus on our key objectives for the coming year: develop our sales in Europe, start the EFICAS clinical study in France and continue to rebuild our inventory of devices. 2023 will be the first full commercial year for Aeson®, which represents a real hope for patients suffering from end-stage biventricular heart failure, as it means that for the first time a significant number of them will have access to our therapy.*

I am very happy with the continuous support of our historical shareholders, and delighted both to welcome new investors and by the strong interest of retail investors via the PrimaryBid platform. I would like to thank all of them for their trust in the Company".

Purpose of the funds raised

The Company is planning to use the funds raised through this Global Offering to support the development of its activities, and particularly its production ramp-up, the resumption and uptake of Aeson® sales and the initiation of the EFICAS clinical study in France.

In this respect, CARMAT reminds that at the end of October it obtained all the necessary regulatory authorisations to resume commercial implants[1] of Aeson® and initiate the EFICAS[2] study in France. Subsequently, in mid-November, a first patient was implanted in a German hospital in a commercial setting and several French centres are in an active screening phase for the upcoming start of the EFICAS study. The Company confirms that it now intends to gradually develop its implants, depending in particular on the rebuilding of its inventory of implantable prostheses. With regard to the feasibility study in the United States (EFS)[3], discussions with the FDA are continuing and the Company is currently anticipating

[1] In December 2020, CARMAT obtained the CE marking allowing it to market its Aeson® artificial heart in the "bridge-to-transplant" (BTT) indication in the European Union and other countries recognising the CE marking.
[2] The EFICAS study will enroll 52 patients eligible for heart transplant in France and will provide CARMAT with additional data on the efficacy and safety of its artificial heart, as well as medico-economic data to support the value proposition and reimbursement of the device, particularly in France. As a reminder, CARMAT has obtained €13 million in funding from the French National Innovation Fund to partially finance the EFICAS study; this funding will be perceived as patients are progressively enrolled in the study.
[3] The Early Feasibility Study (EFS) in the US will involve a total of 10 patients in two successive cohorts; a first cohort of 3 patients completed in the second half of 2021, followed by a second cohort of 7 patients which requires the go-ahead from the Food & Drug Administration (FDA) to start.

the recruitment of the second cohort of 7 patients in 2023. Finally, CARMAT also aims to carry out, in 2023, 3 additional implants in its European PIVOTAL study[4], which would bring the total number of implants in this study to 20.

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

Main characteristics of the Global Offering

The Global Offering, for a total of €31.1 million, issue premium included, was carried out via the issuance, without shareholders' preferential subscription rights and without a priority subscription period, of 2,960,710 new common shares, representing 15.0% of the Company's existing share capital prior to the Global Offering, within the framework of:

- an offer for 2,587,236 new common shares for a total (issue premium included) of €27.2 million, for physical persons, companies or investment funds who invest on a regular basis, 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 (the "**Reserved Offering**"); and
- a public offer of new shares aimed at retail investors via the PrimaryBid platform, for a total (issue premium included) of €3.9 million, via the issuance of 373.474 new shares. (the "**PrimaryBid Offering**").

Bank Degroof Petercam SA/NV and ODDO BHF SCA acted as global coordinators - lead managers and joint bookrunners in connection with the Reserved Offering (together, the "**Placement Agents**"). The Reserved Offering is subject to a placement agency agreement entered into between the Company and the Placement Agents dated December 7, 2022.

As part of the PrimaryBid Offering, investors only subscribed via the PrimaryBid partners mentioned on the PrimaryBid website (www.PrimaryBid.fr). The PrimaryBid Offering is subject to an engagement letter entered into between the Company and PrimaryBid and is not subject to a placement agreement.

The new shares, which represent approximately 15.0% of the Company's share capital, on a non-diluted basis, prior to the Global Offering and 13.1% 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 authority granted by the Company's Board of Directors on December 7, 2022 and on the basis of article L. 225-138 of the French Commercial Code in accordance with Resolution 31 approved by the Annual General Meeting of May 11, 2022 (the "**AGM**").

The issue price of the new shares was set at €10.5 per share, representing a discount of 19.8% on CARMAT's closing price on December 7, 2022, i.e. €13.10, and a discount of 24.9% 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. November 30, 2022 to December 6, 2022 inclusive), i.e. €13.98, in accordance with Resolutions 31 and 32 approved by the AGM.

[4] The PIVOTAL study was initiated in 2016 with an initial enrollment target of 20 patients, a number that could be adjusted up or down during the course of the study. The interim results of this study, for which there was no pre-determined quantitative success threshold, enabled CARMAT to obtain CE marking in December 2020. The latest published results for 15 patients included show a success rate of 73%, with a total of 11 patients achieving the primary objective of the study (7 patients achieving at least 6 months of survival with the prosthesis, and 4 successfully transplanted within 6 months following Aeson® implant).

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)	2,670,640	13.5%	2,670,640	11.8%
Lohas SARL (Pierre Bastid)	1,718,812	8.7%	1,909,288	8.4%
Santé Holdings SRL (Dr. Antonino Ligresti)	1,633,424	8.3%	1,823,900	8.0%
Corely Belgium SPRL (Gaspard Family)	1,110,000	5.6%	1,110,000	4.9%
Bratya SPRL (Gaspard Family)	310,000	1.6%	310,000	1.4%
Prof. Alain Carpentier & his family	548,583	2.8%	548,583	2.4%
Alain Carpentier Foundation Scientific Research Association	115,000	0.6%	115,000	0.5%
Groupe Therabel	492,453	2.5%	540,072	2.4%
Cornovum	458,715	2.3%	458,715	2.0%
BAD 21	287,490	1.5%	287,490	1.3%
Treasury shares	5,503	0.03%	5,503	0.02%
Free float	10,364,139	52.6%	12,896,278	56.9%
Total	**19,714,759**	**100.0%**	**22,675,469**	**100.0%**

Current shareholders Lohas SARL, Santé Holdings SRL and Therabel Invest SARL, which respectively held 8.7%, 8.3% and 2.5% stakes in the Company before the Global Offering, had pledged to subscribe for €2 million, €2 million and €0.5 million respectively in the Reserved Offering[5].

In addition, the company François IV SAS had pledged to subscribe for €1 million in the Reserved Offering.

These shareholders and investors were allotted 100% of their subscriptions in the Reserved Offering. Their investment represents 17.7% 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 under the same ISIN code FR0010907956 are expected to occur on December 12, 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 an approval from the French Financial Market Authority (*Autorité des Marchés Financiers*) (the "**AMF**").

Lock-up undertakings

As part of the Global Offering, the Company has signed a 90-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 collectively held 40.2% of the Company's share capital prior to the Global Offering, have also signed lock-up commitments taking effect on the date these commitments

[5] Among these shareholders, those represented at the board of the Company abstained from voting on the Reserved Offering.

were signed and continuing for a period of 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 (i) chapter 2 of the 2021 Universal Registration Document filed with the AMF under number D.22-0332 on April 21, 2022, which is available free of charge on the Company's website (www.carmatsa.com) and the AMF website (www.amf-france.org) and (ii) paragraph 2.5 of the half-year financial report for the six-month period ending June 30, 2022 published on the Company's website on September 15, 2022. 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 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 but announced the effective resumption of commercial implants of its Aeson® artificial heart on November 21, 2022[6].

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 in of the Global 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.

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.

CARMAT
Stéphane Piat
Chief Executive Officer

Pascale d'Arbonneau
Chief Financial Officer
Tel.: +33 1 39 45 64 50
contact@carmatsas.com

Alize RP
Press Relations

Caroline Carmagnol
Tel.: +33 6 64 18 99 59
carmat@alizerp.com

NewCap
Financial Communication
& Investor Relations

Dusan Oresansky
Quentin Massé
Tel.: +33 1 44 71 94 92
carmat@newcap.eu

Name: **CARMAT**
ISIN code: **FR0010907956**
Ticker: **ALCAR**

[6] CARMAT press release of November 21, 2022

Disclaimer

This press release does not constitute an offer to sell nor a solicitation of an offer to buy, nor shall there be any sale of shares in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The distribution of this document may, in certain jurisdictions, be restricted by local legislations. Persons into whose possession this document comes are required to inform themselves about and to observe any such potential local restrictions.

*This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as amended, the "**Prospectus Regulation**"). Any decision to purchase shares must be made solely on the basis of publicly available information on the Company.*

*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 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.*

*This press release and the information it contains are being distributed to and are only intended for persons who are (x) outside the United Kingdom or (y) in the United Kingdom and are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (ii) high net worth entities and other such persons falling within Article 49(2)(a) to (d) of the Order ("high net worth companies", "unincorporated associations", etc.) or (iii) other persons to whom an invitation or inducement to participate in investment activity (within the meaning of Section 21 of the Financial Services and Market Act 2000) may otherwise lawfully be communicated or caused to be communicated (all such persons in (y)(i), (y)(ii) and (y)(iii) together being referred to as "**Relevant Persons**"). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire securities to which this press release relates will only be engaged with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this press release or any of its contents.*

*This press release may not be distributed, directly or indirectly, in or into the United States. This press release and the information contained therein does not, and will not, constitute an offer of securities for sale, nor the solicitation of an offer to purchase, securities in the United States or any other jurisdiction where restrictions may apply. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). The securities of Carmat have not been and will not be registered under the Securities Act, and Carmat does not intend to conduct a public offering in the United States.*

*MIFID II Product Governance/Target Market: solely for the purposes of the requirements of article 9.8 of the EU Delegated Directive 2017/593 relating to the product approval process, the target market assessment in respect of the shares of Carmat has led to the conclusion in relation to the type of clients criteria only that: (i) the type of clients to whom the shares are targeted is eligible counterparties and professional clients and retail clients, each as defined in Directive 2014/65/EU, as amended ("**MiFID II**"); and (ii) all channels for distribution of the shares of Carmat to eligible counterparties and professional clients and retail clients are appropriate. Any person subsequently offering, selling or recommending the shares of Carmat (a "**distributor**") should take into consideration the type of clients assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the shares of Carmat and determining appropriate distribution channels.*

The distribution of this press release may be subject to legal or regulatory restrictions in certain jurisdictions. Any person who comes into possession of this press release must inform him or herself of and comply with any such restrictions.

Any decision to subscribe for or purchase the shares or other securities of Carmat must be made solely based on information publicly available about Carmat. Such information is not the responsibility of Bank Degroof Petercam SA/NV and ODDO BHF SCA and has not been independently verified by Bank Degroof Petercam SA/NV and ODDO BHF SCA.