

ASX ANNOUNCEMENT

18 September 2024

Cleansing Notice

Sunnyvale, California; 18 September 2024: EBR Systems, Inc. (ASX: “**EBR**”, “**EBR Systems**” or the “**Company**”) gives this notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73, ASIC Class Order 14/827 and ASIC Instrument 23-0413 (**ASIC Instruments**). Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by the ASIC Instruments.

Background

EBR has today announced that it is undertaking a capital raising to raise A\$50 million through:

- an accelerated non-renounceable pro rata entitlement offer of approximately 15,409,424 new CHES Depositary Interests (**New CDIs**) (equivalent to 15,409,424 shares of common stock), at an issue price of A\$0.82 per New CDI, to raise up to approximately A\$12.6 million (before costs and expenses) (**Entitlement Offer**). The Entitlement Offer is comprised of an institutional entitlement component (**Institutional Entitlement Offer**) and a retail entitlement offer (**Retail Entitlement Offer**); and
- an institutional placement of New CDIs to sophisticated and professional investors at the same issue price as the Entitlement Offer (**Institutional Placement**) to raise A\$37.4 million, (together, the **Capital Raise**).

Under the Entitlement Offer, eligible holders of CDIs with a registered address in Australia and New Zealand, as well as institutional holders in Hong Kong, Singapore and the United Kingdom (**Eligible Holders**) have the opportunity to subscribe for 1 New CDI for every 20 CDIs of which they are the registered holder as at 7.00pm (Sydney time) on the record date, being Friday, 20 September 2024. The Entitlement Offer is non-renounceable.

The Institutional Entitlement Offer will be conducted today and tomorrow, and the Retail Entitlement Offer will be open from Tuesday, 24 September 2024 to Wednesday, 9 October 2024, unless extended. The Retail Entitlement Offer includes a top-up facility to allow Eligible Holders to subscribe for additional New CDIs (up to 100% more than their pro-rata entitlement) (**Top-Up Facility**).

Bell Potter Securities Limited (ACN 006 390 772) (**Bell Potter**), Morgans Corporate Limited (ACN 010 539 607) and E&P Capital Pty Limited (ACN 137 980 520) are acting as joint lead managers and bookrunners for the Capital Raise (**Joint Lead Managers**). Wilsons Corporate Finance Limited (ACN 057 547 323) is acting as a joint lead manager. The Capital Raise is fully underwritten by Bell Potter.

Further details regarding the Capital Raise are set out in the ASX announcements released today.

Statements by EBR

EBR advises that:

- 1 The New CDIs will be offered for issue under the Entitlement Offer without disclosure under Part 6D.2 of the Corporations Act.
- 2 This notice is being given under section 708AA(2)(f) of the Corporations Act.
- 3 As at the date of this notice, EBR has complied with:

EBR SYSTEMS, INC. (ARBN 654 147 127)

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- a. section 601CK of the Corporations Act (as that provision applies to EBR); and
 - b. sections 674 and 674A of the Corporations Act.
- 4 As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Corporations Act which is required to be disclosed by EBR under section 708AA(7)(d) of the Corporations Act.
- 5 The potential effect that the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors including investor demand, the take up of New CDIs by existing securityholders, the underwriting arrangements entered into by EBR and Bell Potter, and any sub-underwriting arrangements.

Given the structure of the Entitlement Offer as a fully underwritten pro rata issue where securityholders are permitted to subscribe for additional New CDIs in excess of their entitlement and having regard to the composition of EBR's register, EBR does not believe that any person will increase their percentage securityholding in EBR pursuant to the Entitlement Offer in a way which will have any material effect or consequence on the control of EBR.

The potential effect that the issue of the New CDIs under the Entitlement Offer will have on control, and the consequences of that effect, are as follows:

- a. if all Eligible Holders take up their full entitlements under the Entitlement Offer, they will maintain their existing percentage interest in the total issued capital of EBR in so far as the Entitlement Offer is concerned. However as set out above, in addition to the Entitlement Offer, EBR will undertake the Institutional Placement. The Institutional Placement will involve the issue of an additional 45,568,852 New CDIs, representing approximately 12.34% of the CHESS Depositary Interests on issue in EBR following completion of both the Institutional Placement and the Entitlement Offer. Accordingly, existing securityholders of EBR will be diluted because of the Institutional Placement, even if they take up their full entitlement under the Entitlement Offer. The board of directors of EBR does not consider that the Institutional Placement will have any material impact on the control of EBR;
- b. if some Eligible Holders do not take up all of their entitlements under the Entitlement Offer or do not take up their entitlements at all, the securityholding interests of those Eligible Holders will be diluted;
- c. the proportional interests of securityholders who are not Eligible Holders will be diluted because those securityholders are not entitled to participate in the Entitlement Offer and their notional entitlement may be allocated to eligible institutional investors or Eligible Holders (including under the Top-Up Facility);
- d. Eligible Holders that apply for additional CDIs under the Top-Up Facility and receive additional CDIs under the Top-Up Facility, may increase their securityholding interests beyond their pro-rata entitlement (subject to the effect of the Institutional Placement as noted above); and
- e. the Capital Raise is fully underwritten by Bell Potter pursuant to an underwriting agreement between EBR and the Joint Lead Managers. To the extent that there is a shortfall under the Entitlement Offer, the shortfall New CDIs will be allocated to Bell Potter and any sub-underwriters. The issue of any New CDIs to Bell Potter (or any sub-underwriters appointed by Bell Potter) is not expected to have any material effect on the control of EBR.

This announcement has been authorised for release by the Offer and Pricing Committee, a committee of the Board of Directors.

Yours sincerely



Brendan Case
Australian Secretary

About EBR Systems (ASX: EBR)

Silicon Valley-based EBR Systems (ASX: EBR) is dedicated to superior treatment of cardiac rhythm disease by providing more physiologically effective stimulation through wireless cardiac pacing. The patented proprietary Wireless Stimulation Endocardially (WiSE) technology was developed to eliminate the need for cardiac pacing leads, historically the major source of complications, effectiveness and reliability issues in cardiac rhythm disease management. The initial product is designed to eliminate the need for coronary sinus leads to stimulate the left ventricle in heart failure patients requiring Cardiac Resynchronisation Therapy (CRT). Future products potentially address wireless endocardial stimulation for bradycardia and other non-cardiac indications.

EBR Systems' WiSE Technology

EBR Systems' WiSE technology is the world's only wireless, endocardial (inside the heart) pacing system in clinical use for stimulating the heart's left ventricle. This has long been a goal of cardiac pacing companies since internal stimulation of the left ventricle is thought to be a potentially superior, more anatomically correct pacing location. WiSE technology enables cardiac pacing of the left ventricle with a novel cardiac implant that is roughly the size of a large grain of rice. The need for a pacing wire on the outside of the heart's left ventricle – and the attendant problems – are potentially eliminated. WiSE is an investigational device and is not currently available for sale in the US.

Forward-Looking Statements

This announcement contains or may contain forward-looking statements that are based on management's beliefs, assumptions, and expectations and on information currently available to management. Forward-looking statements involve known and unknown risks, uncertainties, contingencies and other factors, many of which are beyond the Company's control, subject to change without notice and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct.

All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation our expectations with respect to our ability to commercialize our products including our estimates of potential revenues, costs, profitability and financial performance; our ability to develop and commercialize new products including our ability to obtain reimbursement for our products; our expectations with respect to our clinical trials, including enrolment in or completion of our clinical trials and our associated regulatory submissions and approvals; our expectations with respect to the integrity or capabilities of our intellectual property position.

Management believes that these forward-looking statements are reasonable as and when made. You should not place undue reliance on forward-looking statements because they speak only as of the date when made. EBR does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. EBR may not actually achieve the plans, projections or expectations disclosed in forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements.

Foreign Ownership Restriction

EBR's CHES Depositary Interests (CDIs) are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (Securities Act) for offers or sales which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. The holders of EBR's CDIs are unable to sell the CDIs into the US or to a US person unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. Hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.