

F21000007097

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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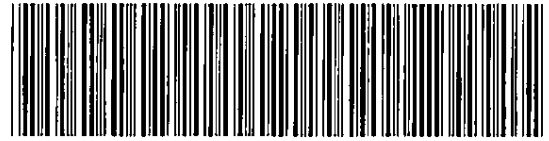
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
BIRMINGHAM, ALABAMA



115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
P: 866.625.0838  
F: 866.625.0839  
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 01/16/2024

Name: Juliana

Reference #: 2220710

Entity Name: NEOVASC MANGEMENT INC. INTO SHOCKWAVE MEDICAL, INC.

Articles of Incorporation/Authorization to Transact Business

Amendment

Change of Agent

Reinstatement

Conversion

Merger

Dissolution/Withdrawal

Fictitious Name

Other Please provide certified copy upon filing

*Please retain original filing date*

Authorized Amount: \$43.75

Signature: Juliana Prestia

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Shockwave Medical, Inc.  
Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Wade Estey

Contact Person

Shockwave Medical, Inc.

Firm/Company

5403 Betsy Ross Drive

Address

Santa Clara, CA

City/State and Zip Code

westey@shockwavemedical.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wade Estey

Name of Contact Person

408

At ( )

601-5931

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 11, 2024

COGENCYGLOBAL

SUBJECT: NEOVASC MANAGEMENT INC.  
Ref. Number: P18000007054

We have received your document for NEOVASC MANAGEMENT INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6000.

Neysa Culligan  
Regulatory Specialist III

Letter Number: 624A00000211

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2024 JAN 16 PM 4:31  
TALLAHASSEE, FLORIDA

# ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Shockwave Medical, Inc.</u>	<u>Delaware</u>	<u>Corporation</u>	<u>F21000007097</u>

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Neovasc Management Inc.</u>	<u>Florida</u>	<u>Corporation</u>	<u>P18000007054</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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<u> </u>	<u> </u>	<u> </u>	<u> </u>

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FILED  
2024 JAN -3 AM 9:51  
TALLAHASSEE, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- This entity exists before the merger and is a domestic filing entity.
- This entity exists before the merger and is not authorized to transact business in Florida.
- This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- The plan of merger was approved by the shareholders and each separate voting group as required.
- The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Shockwave Medical, Inc.	<i>Daniel Puckett</i>	Daniel Puckett
Neovasc Management Inc.	<i>Daniel Puckett</i>	Daniel Puckett

- Corporations: Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*
- General partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of an authorized person

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2024 JAN -3 AM 9:51  
TALLAHASSEE, FLORIDA

**Attachment to Articles of Merger**

- a. The Merger shall be effective on January 1, 2024, for accounting purposes only, in accordance with the laws of the state of Delaware.



**RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**SHOCKWAVE MEDICAL, INC.**

The undersigned, Douglas Godshall, does hereby verify that:

ONE: He is the duly elected and acting President and Chief Executive Officer of Shockwave Medical, Inc. (the "**Corporation**"), a corporation organized and existing under the laws of the State of Delaware.

TWO: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on June 17, 2009, was amended and restated on May 16, 2011, July 1, 2013, May 5, 2015, November 9, 2016, December 6, 2018 and March 11, 2019 and amended on February 22, 2019.

THREE: This Restated Certificate of Incorporation (the "**Certificate of Incorporation**") only restates and integrates and does not further amend the provisions of the Amended and Restated Certificate of Incorporation that was filed with the Secretary of State of the State of Delaware on March 11, 2019 as amended by the Certificate of Retirement that was filed with the Secretary of State of the State of Delaware on March 11, 2019 (together, the "**Amended Certificate**") and was duly adopted by the Corporation's Board of Directors (the "**Board of Directors**") in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware. There is no discrepancy between the provisions of the Amended Certificate and the provisions of this Certificate of Incorporation.

FOUR: The text of the Amended Certificate is hereby integrated and restated in its entirety to read as follows:

**ARTICLE I.**  
**NAME**

The name of the corporation is Shockwave Medical, Inc.

**ARTICLE II.**  
**REGISTERED OFFICE AND AGENT**

The address of its registered office in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of

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New Castle, DE 19801. The name of its registered agent at such address is The Corporation Trust Company.

### ARTICLE III. PURPOSE AND POWERS

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended ("Delaware Law").

### ARTICLE IV CAPITAL STOCK

#### (A) Authorized Shares

1. **Classes of Stock.** The total number of shares of stock that the Corporation shall have authority to issue is 286,274,838 shares consisting of 281,274,838 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and 5,000,000 shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

The powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall be determined in accordance with, or as set forth below in, this Article IV.

2. **Preferred Stock.** The Board of Directors is hereby empowered, without any action or vote by the Corporation's stockholders (except as may otherwise be provided by the terms of any class or series of Preferred Stock then outstanding), to authorize by resolution or resolutions from time to time the issuance of one or more classes or series of Preferred Stock and to fix the designations, powers, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to each such class or series thereof and the number of shares constituting each such class or series, and to increase or decrease the number of shares of any such class or series to the extent permitted by Delaware Law.

#### (B) Common Stock.

Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote; *provided, however,* that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any certificate of designations relating to any class or series of Preferred Stock) that relates solely to the terms of one or more outstanding classes or series of

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Preferred Stock if the holders of such affected class or series are entitled, either separately or together with the holders of one or more other such classes or series, to vote thereon pursuant to this Certificate of Incorporation (including any certificate of designations relating to any class or series of Preferred Stock) or pursuant to Delaware Law.

#### ARTICLE V. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation (the "Bylaws").

The stockholders may adopt, amend or repeal the Bylaws only with the affirmative vote of the holders of not less than 75% of the voting power of all outstanding securities of the Corporation generally entitled to vote in the election of directors, voting together as a single class.

#### ARTICLE VI. ELECTION AND REMOVAL OF DIRECTORS

(A) **Power of the Board of Directors.** The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors.

(B) **Number of Directors.** The number of directors which shall constitute the Board of Directors shall, as of the date this Certificate of Incorporation becomes effective, be seven and, thereafter, shall be fixed exclusively by one or more resolutions adopted from time to time solely by the affirmative vote of a majority of the Board of Directors.

(C) **Election of Directors.**

(1) The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be practicable, of one-third of the total number of directors constituting the entire Board of Directors. Each director shall serve for a term ending on the date of the third annual meeting of stockholders next following the annual meeting at which such director was elected; *provided* that directors initially designated as Class I directors shall serve for a term ending on the date of the 2020 annual meeting, directors initially designated as Class II directors shall serve for a term ending on the date of the 2021 annual meeting, and directors initially designated as Class III directors shall serve for a term ending on the date of the 2022 annual meeting. Notwithstanding the foregoing, each director shall hold office until such director's successor shall have been duly elected and qualified or until such director's earlier death, resignation or removal. In the event of any change in the number of directors, the Board of Directors shall apportion any newly created directorships among, or reduce the number of directorships in, such class or classes as shall

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equalize, as nearly as possible, the number of directors in each class. In no event will a decrease in the number of directors shorten the term of any incumbent director.

(2) The Board of Directors may assign members of the Board of Directors already in office to the Classes described in Article VI(C)(1), which assignments shall become effective at the same time this Amended and Restated Certificate of Incorporation becomes effective.

(3) There shall be no cumulative voting in the election of directors. Election of directors need not be by written ballot unless the Bylaws so provide.

**(D) Vacancies.** Vacancies on the Board of Directors resulting from death, resignation, removal or otherwise and newly created directorships resulting from any increase in the number of directors shall, except as otherwise required by law, be filled solely by a majority of the directors then in office (although less than a quorum) or by the sole remaining director, and each director so elected shall hold office for a term that shall coincide with the term of the Class to which such director shall have been elected.

**(E) Removal.** No director may be removed from office by the stockholders except for cause with the affirmative vote of the holders of not less than a majority of the total voting power of all outstanding securities of the Corporation generally entitled to vote in the election of directors, voting together as a single class.

## ARTICLE VII. MEETINGS OF STOCKHOLDERS

### (A) Stockholder Meetings

(1) **Annual Meetings.** An annual meeting of stockholders for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting shall be held at such place, on such date, and at such time as the Board of Directors shall determine.

(2) **Special Meetings.** Special meetings of the stockholders may be called only by the Board of Directors acting pursuant to a resolution adopted by a majority of the Board of Directors, or by the chairman of our Board of Directors.

**(B) Limits on Written Consents.** Subject to the rights of the holders of any class or series of Preferred Stock then outstanding, as may be set forth in the resolution or resolutions adopted by the Board of Directors pursuant to Article IV(A)(2) hereto for such class or series of Preferred Stock, any action required or

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permitted to be taken at any annual or special meeting of stockholders may be taken only upon the vote of stockholders at an annual or special meeting duly noticed and called in accordance with Delaware Law, as amended from time to time, and this Article VII and may not be taken by written consent of stockholders without a meeting, unless such consent is unanimous.

#### **ARTICLE VIII. INDEMNIFICATION**

**(A) Limited Liability.** A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware Law.

**(B) Right to Indemnification.**

(1) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this Article VIII shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this Article VIII shall be a contract right.

(2) The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

**(C) Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Delaware Law.

**(D) Nonexclusivity of Rights.** The rights and authority conferred in this Article VIII shall not be exclusive of any other right that any person may otherwise have or hereafter acquire.

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(E) **Preservation of Rights.** Neither the amendment nor repeal of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation or the Bylaws, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall adversely affect any right or protection of any person granted pursuant hereto existing at, or arising out of or related to any event, act or omission that occurred prior to, the time of such amendment, repeal, adoption or modification (regardless of when any proceeding (or part thereof) relating to such event, act or omission arises or is first threatened, commenced or completed).

#### **ARTICLE IX. AMENDMENTS**

The Corporation reserves the right to amend this Certificate of Incorporation in any manner permitted by Delaware Law and all rights and powers conferred upon stockholders, directors and officers herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles IV(B), V, VI, VII(A), VII(B) and this Article IX may not be repealed or amended in any respect, and no other provision may be adopted, amended or repealed which would have the effect of modifying or permitting the circumvention of the provisions set forth in any of Articles IV(B), V, VI, VII(A), VII(B) or this Article IX, unless such action is approved by the affirmative vote of the holders of not less than 75% of the total voting power of all outstanding securities of the Corporation generally entitled to vote in the election of directors, voting together as a single class.

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**IN WITNESS WHEREOF**, the undersigned has executed this Restated Certificate of Incorporation as of the date set forth below and certifies under penalty of perjury that he has read the foregoing Certificate of Incorporation and knows the contents thereof and that the statements therein are true.

Executed at Santa Clara, California on March 11, 2019.

/s/ Douglas Godshall

Douglas Godshall

President and Chief Executive Officer

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NEOVASC MANAGEMENT INC.", A FLORIDA CORPORATION, WITH AND INTO "SHOCKWAVE MEDICAL, INC." UNDER THE NAME OF "SHOCKWAVE MEDICAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2023, AT 4:55 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2024.



  
Jeffrey W. Bullock, Secretary of State

4657553 8100M  
SR# 20234361488

Authentication: 204933667  
Date: 12-28-23

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:55 PM 12/28/2023  
FILED 04:55 PM 12/28/2023  
SR 20234361488 - File Number 4657553

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING**

**NEOVASC MANGEMENT INC.  
(a Florida corporation)**

**INTO**

**SHOCKWAVE MEDICAL, INC.  
(a Delaware corporation)**

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Pursuant to Section 253 of the General Corporation Law of the  
State of Delaware (the "**DGCL**")

And

Section 607.1104 of the Florida Business Corporation Act (the "**FBCA**")

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Daniel Puckett certifies that:

1. He is the Chief Financial Officer of Shockwave Medical, Inc., a Delaware corporation (the "**Corporation**").
2. The Corporation is duly authorized under the laws of the state of Delaware.
3. The Corporation owns 100% of the outstanding capital stock of Neovasc Management Inc., a corporation incorporated under the laws of Florida (the "**Subsidiary**").
4. A Plan of Merger (the "**Merger Agreement**"), dated as of December 28, 2023, by and among the Corporation and the Subsidiary, pursuant to which Subsidiary will merge with and into the Corporation (the "**Merger**"), has been approved, adopted, certified, executed and acknowledged by the board of directors of each of the Corporation and the Subsidiary in accordance with the provisions of Section 253 of the DGCL and 607.1104 of the FBCA.
5. The approval of the holders of the capital stock of the Corporation and the Subsidiary is not required to consummate the Merger in accordance with Section 253 of the DGCL and 607.1104 of the FBCA.
6. The Corporation, by a resolution of its Board of Directors duly adopted by unanimous consent in lieu of a meeting, on December 18, 2023, which resolution is in the following words to wit:

*WHEREAS, the Board has determined that it is in the best interests of the Corporation and its stockholders to enter into that certain Plan of Merger, by and among the Corporation and Neovasc Management Inc., a Florida corporation and wholly owned subsidiary of the Corporation ("**Neovasc Florida**"), in substantially the form attached hereto as Exhibit B (the "**Neovasc Florida Merger Agreement**").*

*pursuant to which Neovasc Florida will merge with and into the Corporation, Neovasc Florida will cease to exist and the Corporation will survive (the "Florida Merger").*

*WHEREAS, the Board hereby declares the Neovasc Florida Merger Agreement to be advisable and in the best interests of the Corporation.*

*NOW, THEREFORE, IT IS RESOLVED, that the Board hereby authorizes and approves in all respects the Florida Merger, the Neovasc Florida Merger Agreement (substantially in the form presented to the Board and attached hereto as Exhibit B, together with such changes thereto as may be approved by the officers of the Corporation, and each of them with full authority to act without the others, executing the same) and all certificates, ancillary agreements and other documents pursuant to the Neovasc Florida Merger Agreement (together with the Neovasc Florida Merger Agreement, the "Florida Transaction Documents") and the transactions contemplated by the Florida Transaction Documents.*

*RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the Neovasc Florida Merger Agreement, any and all other Florida Transaction Documents and any other documents necessary or appropriate to effect the Florida Merger, and to cause the Corporation to perform its obligations under the Florida Transaction Documents and such other documents, and to consummate the Florida Merger and the other transactions contemplated by the Florida Transaction Documents.*

*RESOLVED FURTHER, that the officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, with the assistance of counsel, to prepare, execute, deliver, and file, or cause to be prepared, executed, delivered, and filed, all reports, statements, documents, and information, and to respond to all requests for additional information, and to do such other things necessary or appropriate in connection with any statute, rule or regulation, including without limitation, the filing a Certificate of Ownership and Merger with the Florida Secretary of State and the Delaware Secretary of State, in each case to the extent required.*

*RESOLVED FURTHER, that the officers of the Corporation hereby are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take all such actions to notify, or to obtain authorizations, consents, waivers or approvals of any third party, that such officer or officers deem necessary, appropriate or advisable to carry out the terms and provisions of the Florida Transaction Documents and the transactions contemplated thereby or the intent and purposes of these resolutions.*

7. The name of the entity surviving the Merger is Shockwave Medical, Inc. (the "***Surviving Corporation***") and the Certificate of Incorporation of the Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation.
8. The executed Merger Agreement is on file at the principal place of business of the Corporation, located at 5403 Betsy Ross Drive, Santa Clara, CA 95054.
9. A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
10. The effective date of the Merger shall be January 1, 2024.

**[REMAINDER OF PAGE INTENTIONALLY BLANK]**

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Ownership and Merger to be executed by an authorized officer this 28th day of December, 2023.

By: Daniel Puckett  
Daniel Puckett, Chief Financial Officer

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Shockwave Medical, Inc.</u>	<u>Delaware</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Neovasc Management Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Parent owns 100% of the shares of the subsidiary. All shares owned by the parent of the subsidiary will be canceled for no consideration.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

This Merger shall be effective on January 1, 2024 for accounting purposes only in accordance with the laws of the state of Delaware.