ASX ANNOUNCEMENT

12 April 2021

EXPANDED FUNDING PACKAGE

Highlights

- Closing of second tranche of funding facility provided by Mercer Street Global Opportunity Fund, LLC (**Mercer**), including $1M of convertible notes.
- Further investment by Mercer by way of:
  - a new $2.5M issue of convertible notes; and
  - $550k subscription for ordinary shares under the previously announced discretionary drawdown facility.

Brisbane, Australia and Minneapolis, USA.
Anteris Technologies Ltd (ASX: AVR; **Anteris** or the **Company**) announces:

- the second tranche closing under the convertible security and share purchase agreement (**Agreement**) with Mercer, as announced to ASX on 6 January 2021, has occurred today, raising $1M before costs; and
- a further $3.05M capital raising by way of:
  - a new $2.5M issue of convertible notes to Mercer; and
  - a $550k issue of shares to Mercer by way of drawdown under the $16.5M discretionary drawdown facility as detailed in the Company's ASX announcement dated 6 January 2021.

The funding provides additional working capital as Anteris advances the development of DurAVR™, its 3D single-piece aortic valve for the treatment of aortic stenosis.

The Company will issue the following securities to Mercer:

- second tranche convertible notes with a $1.08M face value to raise $1M (**Second Tranche Notes**) as approved by shareholders on 19 March 2021;
- 350,000 three-year options to purchase new shares in the Company at an exercise price of $10 (**Second Options**) as approved by shareholders on 19 March 2021;
- new convertible notes with a $2.7M face value raising a further $2.5M (**New Third Tranche Notes**); and
- 55,838 fully paid ordinary shares to raise gross proceeds of $550,000 at an issue price of $9.85 per share, being 90% of the five-day VWAP of Anteris' shares up to and including 8 April 2021 (**Placement**).

The terms of the Agreement, the Second Tranche Notes and the Second Options are contained in the Company's ASX announcement dated 6 January 2021. Given the Second Tranche Notes and Second Options to Mercer were approved by shareholders at the extraordinary general meeting held on 19 March 2021, their issue does not affect Anteris' placement capacity under Listing Rule 7.1 or 7.1A.

The Placement will reduce the amount available to drawn down under the discretionary drawdown facility to $15.95M. A cash fee of 1.5% of the amount of the Placement is payable to Mercer in accordance with the Agreement. The Placement will utilise the Company's existing placement capacity under Listing Rule 7.1A.

New Third Tranche Notes

Following the extraordinary general meeting on 19 March 2021, the Company held discussions with Mercer about an issue of shares under the drawdown facility and potential further investment which has resulted in the entry into an agreement with Mercer for the issue of a further tranche of convertible notes. The following terms apply to the New Third Tranche Notes:

- $2.7M face value to be purchased for $2.5M. This entitles Mercer the right to convert the notes into fully paid ordinary shares at 90% of the average five-day VWAP immediately prior to the issue of a conversion notice, subject to a floor price of $4.00.
- Utilises Anteris' existing placement capacity under Listing Rule 7.1.
- The notes have a term of 16 months.
- No interest is payable on unconverted drawn funds.
- If the notes are not converted into shares by Mercer prior to maturity, the Company will be required to repay the face value of the convertible note.
- Any amount drawn down on the convertible securities remaining unconverted will be secured against the assets of Anteris Technologies Ltd (excluding the ADAPT® Intellectual property) and ranks behind the security interests held by Mitchell Asset Management Pty Ltd and Sio Partners, LP.

The Company notes that, other than differences on account of the timing of issue of the New Third Tranche Notes, and an increased floor price of $4.00, the terms of the New Third Tranche Notes are otherwise in all other respects the same as the First Tranche Notes announced on 6 January 2021.

Given the floor price of $4.00, the maximum number of ordinary shares into which the New Third Tranche Notes converts is 675,000.

The Company expects to issue the New Third Tranche Notes within two business days.

Termination and repayment provisions

Shareholders should also note that the Agreement remains subject to a number of termination provisions which may prevent Anteris from drawing on the remaining $15.95M facility or require repayment of the convertible securities, including the New Third Tranche Notes, prior to their maturity. This includes where:

- there is an event of default that is not remedied;
- there is change of control of Anteris under a takeover bid or scheme of arrangement;
- Anteris' shares are delisted from ASX (subject to certain exceptions in respect of early repayment); or
- there is an adverse change in law affecting Mercer.

Fees

Brighton Capital Ltd will be paid an advisor's fee for facilitating the transaction and they will receive a fee of $183,000 in cash (being 6% of the amount payable by Mercer for the Placement shares plus the New Third Tranche Notes).

ENDS

About Anteris Technologies Ltd (ASX: AVR)

Anteris Technologies Ltd is a structural heart company delivering clinically superior and durable solutions through better science and better design. Its focus is on developing next generation technologies that help healthcare professionals create life-changing outcomes for patients.

The Anteris DurAVR™ aortic replacement valve addresses the acute need in terms of superior hemodynamic profile as well as chronic needs in its ability to sustain that profile longer over the lifetime of the patient.

The proven benefits of its ADAPT® tissue technology, paired with the unique 3D single-piece aortic valve design of DurAVR™, has the potential to deliver a functional cure to aortic stenosis patients and provide a much-needed solution to the challenges facing heart surgeons today.

Authorisation and Additional information

This announcement was authorised by Mr Wayne Paterson, Chief Executive Officer.

For more information:

Ms Kyahn Williamson
WE Communications
E: WE-AUAnterisTech@we-worldwide.com
P: +61 401 018 828
www.anteristech.com
Twitter: @AnterisTech
Facebook: www.facebook.com/AnterisTech