

ASX ANNOUNCEMENT

7 August 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of Anteris Technologies Ltd will be held via live webcast, and physically at Hilton Brisbane, 190 Elizabeth Street, Brisbane, Queensland 4000, at 10:00 a.m. AEST on Wednesday 6 September 2023.

The Notice of Meeting and Explanatory Memorandum, Proxy Voting Form, Notice and Access Letter and Online Meeting Guide are being distributed to all shareholders. A copy of these documents follows this announcement, and they can be viewed on the Anteris Technologies Ltd website at www.anteristech.com

ENDS

About Anteris Technologies Ltd (ASX: AVR)

Anteris Technologies Ltd (ASX: AVR) is a structural heart company committed to designing, developing, and commercialising innovative medical devices. Founded in Australia, with a significant presence in Minneapolis, USA, a MedTech hub, Anteris is science-driven, with an experienced team of multidisciplinary professionals delivering transformative solutions to structural heart disease patients.

The Company's lead product, DurAVR™, is a transcatheter heart valve (THV) for the treatment of aortic stenosis. DurAVR™ THV has been designed in partnership with the world's leading interventional cardiologists and cardiac surgeons and is the first transcatheter aortic valve replacement (TAVR) to use a single piece of bioengineered tissue. This biomimetic valve is uniquely shaped to mimic the performance of a healthy human aortic valve.

DurAVR™ is made using ADAPT® tissue, Anteris' patented anti-calcification tissue technology. ADAPT® tissue has been used clinically for over 10 years and distributed for use in over 50,000 patients worldwide.

Controlled deployment and accurate placement of DurAVR™ THV is via Anteris' proprietary ComASUR™ Delivery System. This system allows precision alignment with the heart's native commissures to achieve optimal valve positioning.

Anteris Technologies is set to revolutionise the structural heart market by delivering clinically superior solutions that meet significant unmet clinical needs.

Authorisation and Additional information

This announcement was authorised by Mr Stephen Denaro, Company Secretary.

Anteris Technologies Ltd Registered Office:

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Customer Service

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| | |
|----------|---|
| Website | www.anteristech.com |
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| LinkedIn | https://www.linkedin.com/company/anteristech |

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ANTERIS TECHNOLOGIES LTD

ACN 088 221 078

**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS**

AND

EXPLANATORY MEMORANDUM

**TO BE HELD AT 10:00 AM AEST ON
WEDNESDAY 6 SEPTEMBER 2023**

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 7 3152 3200.

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting of Anteris Technologies Ltd ACN 088 221 078 (the **Company**) will be held via live webcast, and physically at Hilton Brisbane, 190 Elizabeth Street, Brisbane QLD 4000, on Wednesday 6 September 2023 at 10:00 AM (AEST) (**Meeting**). To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MWK5DR2> (For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice. The Directors of the Company (the **Directors**) have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on Monday 4 September 2023 at 7:00 PM (AEST).

AGENDA

1. Resolution 1 – Approval of grant of Options to Wayne Paterson

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 700,000 Options to Mr Wayne Paterson, Chief Executive Officer and Director of the Company, on the terms detailed in the Explanatory Memorandum.”

Voting Exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast in relation to Resolution 1 by or on behalf of the Key Management Personnel and Closely Related Parties (as defined in the Corporations Act) of any Key Management Personnel. However, such a person may cast a vote on Resolution 1 if:

- that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a person who is otherwise excluded from voting on the resolution; or
- the person appointed as proxy is the Chairman and the written appointment expressly authorises the Chairman to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Mr Paterson (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons. However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval of grant of Options to John Seaberg

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 157,500 Options to Mr John Seaberg, non-executive Director and Chairman of the Company, on the terms detailed in the Explanatory Memorandum.”

Voting Exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast in relation to Resolution 2 by or on behalf of the Key Management Personnel and Closely Related Parties (as defined in the Corporations Act) of any Key Management Personnel. However, such a person may cast a vote on Resolution 2 if:

- that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a person who is otherwise excluded from voting on the resolution; or
- the person appointed as proxy is the Chairman and the written appointment expressly authorises the Chairman to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 2 by or on behalf of Mr Seaberg (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons. However, this does not apply to a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;

- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 – Approval of grant of Options to Stephen Denaro

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 80,500 Options to Mr Stephen Denaro, non-executive Director and company secretary of the Company, on the terms detailed in the Explanatory Memorandum.”

Voting Exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast in relation to Resolution 3 by or on behalf of the Key Management Personnel and Closely Related Parties (as defined in the Corporations Act) of any Key Management Personnel. However, such a person may cast a vote on Resolution 3 if:

- that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a person who is otherwise excluded from voting on the resolution; or
- the person appointed as proxy is the Chairman and the written appointment expressly authorises the Chairman to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Denaro (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons. However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Approval of grant of Options to Wenyi Gu

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the grant of 80,500 Options to Dr Wenyi Gu, non-executive Director of the Company, on the terms detailed in the Explanatory Memorandum.”

Voting Exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast in relation to Resolution 4 by or on behalf of the Key Management Personnel and Closely Related Parties (as defined in the Corporations Act) of any Key Management Personnel. However, such a person may cast a vote on Resolution 4 if:

- that person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a person who is otherwise excluded from voting on the resolution; or
- the person appointed as proxy is the Chairman and the written appointment expressly authorises the Chairman to exercise the undirected proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Dr Gu (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons. However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Stephen Denaro

Director and Company Secretary

Dated: 7 August 2023

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ANTERIS TECHNOLOGIES LTD ACN 088 221 078 EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum and the attachments to it (including the Proxy Form) are important documents. They should be read carefully. Other than the information set out in this Notice, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolutions 1 to 4 (inclusive).

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

| | |
|-----------|--|
| Section 2 | Action to be taken by Shareholders |
| Section 3 | Resolutions 1 to 4 – Approval of grant of Options to Wayne Paterson, John Seaberg, Stephen Denaro and Wenyi Gu |

2. Action to be taken by Shareholders

Shareholders should read the Notice, including this Explanatory Memorandum, carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. To appoint a proxy, Shareholders must sign and return the Proxy Form to the Company in accordance with its instructions. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder; and
- a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:00 AM (AEST) on Monday 4 September 2023, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

The Company plans to physically hold the Meeting at Hilton Brisbane, 190 Elizabeth Street, Brisbane QLD 4000.

In addition, the Company has organised an online facility, where Shareholders will be able to login and view a live webcast of the Meeting and to submit their voting online in real time. Details on how Shareholders can join this live webcast is outlined in the online meeting guide which accompanies this Notice.

If you wish to ask questions of the Directors, you may pre-submit questions ahead of the Meeting to ensure there is an opportunity for them to be addressed. Please submit your question at egmquestions@anteristech.com no later than five business days before the Meeting, stating who the question is directed to and your Shareholding details. Alternatively, questions will be able to be submitted online or asked verbally during the Meeting.

The health and safety of Shareholders, employees and other interested parties is a key priority and accordingly additional measures may be required to be implemented prior to the Meeting. Any such changes will be advised to Shareholders electronically, on the Company's website (<https://anteristech.com>) and via a market announcement to ASX as soon as practicable and in any event at least two business days prior to the Meeting.

3. Resolutions 1 to 4 – Approval of grant of Options to Wayne Paterson, John Seaberg, Stephen Denaro and Wenyi Gu

3.1 Options

Resolutions 1 to 4 seek Shareholder approval in accordance with, and for the purposes of, Listing Rule 10.11 for the Company to grant:

- 700,000 Options to Mr Wayne Paterson;
- 157,500 Options to Mr John Seaberg;
- 80,500 Options to Mr Stephen Denaro; and
- 80,500 Options to Dr Wenyi Gu.

The above Options are proposed to be issued on the terms described in section 3.4(d).

3.2 Chapter 2E of the Corporations Act

In accordance with section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's shareholders in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Under section 211 of the Corporations Act, shareholder approval is not needed to give a financial benefit to a related party if the financial benefit is remuneration and the remuneration is reasonable given the circumstances of the company giving the remuneration and the circumstances of the related party.

The issue of Options contemplated by Resolutions 1 to 4 constitutes the giving of a financial benefit to a related party.

However, in respect of each issue to a Director (and each relevant resolution), the Directors to which Options are not proposed to be issued in respect of that issue and resolution (being the members of the Board eligible to consider the matter) consider that Shareholder approval pursuant to Chapter 2E is not required in respect of that particular issue of Options, on the basis that the giving of such financial benefit is reasonable given the Company's circumstances and the circumstances of each Director. For the avoidance of doubt, for each of the Resolutions 1 to 4, the Director to whom Options are proposed to be granted did not participate in the decision-making process in relation to the relevant resolution.

3.3 Listing Rule 10.11

Listing Rule 10.11 provides, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30% or more) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10% or more) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in paragraphs (a)–(c) above; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of Options to the Directors under Resolutions 1 to 4 falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 1 seeks the required Shareholder approval to issue 700,000 Options to Mr Paterson under and for the purposes of Listing Rule 10.11. If Resolution 1 is passed, the Company will be able to proceed with the issue of Options to Mr Paterson. If Resolution 1 is not passed, the Company will not be able to proceed with the issue of Options to Mr Paterson, and may consider alternative forms of remuneration for Mr Paterson, such as cash.

Resolution 2 seeks the required Shareholder approval to issue 157,500 Options to Mr Seaberg under and for the purposes of Listing Rule 10.11. If Resolution 2 is passed, the Company will be able to proceed with the issue of Options to Mr Seaberg. If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Options to Mr Seaberg, and may consider alternative forms of remuneration for Mr Seaberg, such as cash.

Resolution 3 seeks the required Shareholder approval to issue 80,500 Options to Mr Denaro under and for the purposes of Listing Rule 10.11. If Resolution 3 is passed, the Company will be able to proceed with the issue of Options to Mr Denaro. If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Options to Mr Denaro, and may consider alternative forms of remuneration for Mr Denaro, such as cash.

Resolution 4 seeks the required Shareholder approval to issue 80,500 Options to Dr Gu under and for the purposes of Listing Rule 10.11. If Resolution 4 is passed, the Company will be able to proceed with the issue of Options to Dr Gu. If Resolution 4 is not passed, the Company will not be able to proceed with the issue of Options to Dr Gu, and may consider alternative forms of remuneration for Dr Gu, such as cash.

In addition, Listing Rule 7.2, Exception 14 provides that Shareholder approval is not required under Listing Rule 7.1 for the issue of Equity Securities that have received Shareholder approval under Listing Rule 10.11, and such Equity Securities are not counted for the purposes of calculating the Company's 15% placement capacity under Listing Rule 7.1. Therefore, if Resolutions 1 to 4 are approved by Shareholders, the relevant grant of the Options, and any subsequent issue, transfer or allocation of Shares in respect of those Options, will not be included in the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

3.4 Information required by Listing Rule 10.13

In accordance with the disclosure requirements of Listing Rule 10.13, the following information is provided for Resolutions 1 to 4:

- (a) the Options are proposed to be issued to Mr Paterson, Chief Executive Officer and Director of the Company, Mr Seaberg, non-executive Director and Chairman of the Company and Mr Denaro and Dr Gu, each a non-executive Director of the Company, or their respective nominees;
- (b) Mr Paterson, Mr Seaberg, Mr Denaro and Dr Gu each fall within Listing Rule 10.11.1, as they are each Directors of the Company and are therefore classified as related parties of the Company under the Listing Rules;
- (c) it is proposed that 700,000 Options will be issued to Mr Paterson, 157,500 Options will be issued to Mr Seaberg, 80,500 Options will be issued to Mr Denaro and 80,500 Options will be issued to Dr Gu, with each Option able to be exercised, subject to vesting and other conditions being satisfied, for the issue of Shares;
- (d) the table below sets out a summary of the key terms of the Options:

| Information | Particulars |
|-----------------------|--|
| Entitlement | Subject to the satisfaction of vesting conditions and any other conditions attached to the Options, each Option entitles the holder to be issued or transferred one Share for the exercise price. |
| Grant date | Within 5 Business Days following the Company receiving Shareholder approval to issue the Options under Resolutions 1 to 4 of this Notice (Grant Date). |
| Expiry date | All Options will expire on the date that is five years from the Grant Date (Expiry Date). |
| Issue price | Nil |
| Exercise price | \$24.00 |
| Vesting dates | <p>The Options to be granted to each of Mr Paterson, Mr Seaberg, Mr Denaro and Dr Gu will vest in three equal tranches:</p> <ul style="list-style-type: none"> • 1/3 of the Options will vest on the date that is one year from the Grant Date; • 1/3 of the Options will vest on the date that is two years from the Grant Date; and • 1/3 of the Options will vest on the date that is three years from the Grant Date. <p>Notwithstanding the above, in the event a Change of Control occurs, the Options proposed to be issued to Mr Paterson, Mr Seaberg, Mr Denaro and Dr Gu will automatically vest.</p> |

- (e) the Company intends to issue the Options within 5 Business Days after the Meeting, but in any event no later than one month following the Meeting;
- (f) the Options will be issued as part of the remuneration packages of Mr Paterson, Mr Seaberg, Mr Denaro and Dr Gu. Consequently, there is no issue price for the Options;
- (g) the proposed grant of the Options is intended to align the interests of Mr Paterson, Mr Seaberg, Mr Denaro and Dr Gu with those of Shareholders, by linking their rewards with the interests of Shareholders and the creation of Shareholder value, while also minimising the cash expenses of the Company. No funds will be raised by the Company upon the issue of the Options, as the Options have no issue price;
- (h) the details of the current remuneration packages for each of the Directors for are as follows:¹
- (i) Mr Paterson — \$US655,987.50 (\$A981,751)² per annum (plus pension and Short term incentive of 60% of salary) plus \$A1,972,998 in equity-based compensation;
 - (ii) Mr Seaberg — \$US147,000 (\$A220,000)³ per annum, plus \$A421,782 in equity-based compensation;
 - (iii) Mr Denaro — \$105,000 per annum (plus compulsory superannuation), plus \$197,343 in equity-based compensation; and
 - (iv) Dr Gu – \$105,000 per annum (plus compulsory superannuation); plus \$120,579 in equity-based compensation;
- (i) the Options are not being issued under an agreement; and
- (j) a voting exclusion statement for Resolutions 1 to 4 is set out in the Notice.

3.5 Directors' recommendation

Each of the Directors abstain from making a recommendation given their personal interest in the outcome of the voting on Resolutions 1 to 4.

¹ The equity-based compensation amounts for Mr Paterson, Mr Seaberg and Mr Denaro relate to the value attributed to the extension of the vesting period of the third tranche of options which were issued to Mr Paterson, Mr Seaberg and Mr Denaro following the Extraordinary General Meeting of the Company held on 26 February 2020 from 3 years to 4 years plus the 2023 annual expense recognised on options issued in prior years.

² Converted from USD\$655,987.50 based on an USD to AUD exchange rate of 1.4966.

³ Converted from USD\$147,000 based on an USD to AUD exchange rate of 1.4966.

Schedule 1 – Definitions

In this Notice, including this Explanatory Memorandum:

| | |
|---------------------------------|--|
| ASX | means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited. |
| Board | means the board of Directors from time to time. |
| Business Day | has the meaning given in the Listing Rules. |
| Chairman | means the person appointed to chair the Meeting, or any part of the Meeting, convened by this Notice. |
| Change of Control | means a change of control of the Company (including a sale of all or substantially all of the assets of the Company or an acquisition of more than 50% of the Company's voting shares), as reasonably determined by the Board. For the avoidance of doubt, a transaction or internal reorganisation that occurs to facilitate the initial public offering of the Company or a related entity on a U.S. stock exchange (including a transaction that occurs by way of the Company being acquired by a special purpose acquisition company) is deemed to not be a change of control. |
| Closely Related Party | has the meaning given in section 9 of the Corporations Act. |
| Company | means Anteris Technologies Ltd ACN 088 221 078. |
| Constitution | means the constitution of the Company. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Director | means a director of the Company. |
| Equity Securities | has the meaning given in the Listing Rules. |
| Explanatory Memorandum | means the explanatory memorandum accompanying the Notice. |
| Key Management Personnel | means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly, including any Director (whether executive or otherwise) of the Company. |
| Listing Rules | means the listing rules of ASX. |
| Meeting | means the extraordinary general meeting of the Company which is the subject of the Notice. |
| Notice | means this notice of meeting and the accompanying Explanatory Memorandum. |
| Option | means an option issued by the Company that is exercisable into a Share. |
| Proxy Form | means the proxy form accompanying the Notice. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means the registered holder of a Share. |



ABN 35 088 221 078

AVR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AEST) Monday, 4 September 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Anteris Technologies Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Anteris Technologies Ltd to be held via live webcast at <https://meetnow.global/MWK5DR2> and physically at the Hilton Brisbane, 190 Elizabeth Street, Brisbane QLD 4000 on Wednesday, 6 September 2023 at 10:00 AM (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 2, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 2, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 2, 3 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 Approval of grant of Options to Wayne Paterson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Approval of grant of Options to John Seaberg | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Approval of grant of Options to Stephen Denaro | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Approval of grant of Options to Wenyi Gu | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





ABN 35 088 221 078

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

AVR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Anteris Technologies Ltd Extraordinary General Meeting

The Anteris Technologies Ltd Extraordinary General Meeting will be held on Wednesday, 6 September 2023 at 10:00 AM (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00 AM (AEST) Monday, 4 September 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/MWK5DR2>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Hilton Brisbane, 190 Elizabeth Street, Brisbane QLD 4000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

Search for meeting

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your postcode.

The screenshot shows the 'Shareholder' registration form. It has three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Shareholder' tab is selected. Below the tabs, there is a heading: 'If you are a shareholder or an appointed corporate representative, please enter the required details below.' There are three input fields: 'SRN/HIN' with a placeholder 'eg. X1234567890', 'Country' with a dropdown menu showing 'Australia', and 'Post Code' with a placeholder 'eg. 0123'. At the bottom, there is a purple 'SIGN IN' button.

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

The screenshot shows the 'Invitation' registration form. It has three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Invitation' tab is selected. Below the tabs, there is a heading: 'If you have received an email invitation for this meeting, please enter your invite code below.' There is one input field: 'Invite Code' with a placeholder 'Enter your invite code. e.g. G-ABCDEFGF or ABCD'. At the bottom, there is a purple 'SIGN IN' button.

or To register as a guest

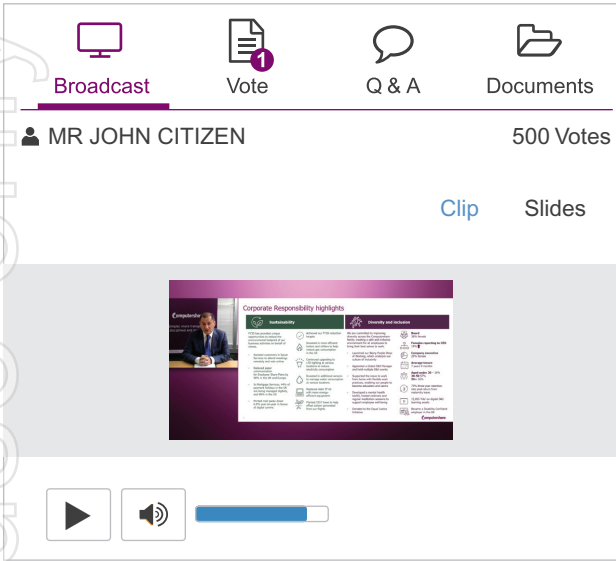
Select 'Guest' and enter your details.

The screenshot shows the 'Guest' registration form. It has three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Guest' tab is selected. Below the tabs, there is a heading: 'If you would like to attend the meeting as a Guest please provide your details below.' There are four input fields: 'First Name', 'Last Name', 'Email', and 'Company Name'. At the bottom, there is a purple 'SIGN IN' button.



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

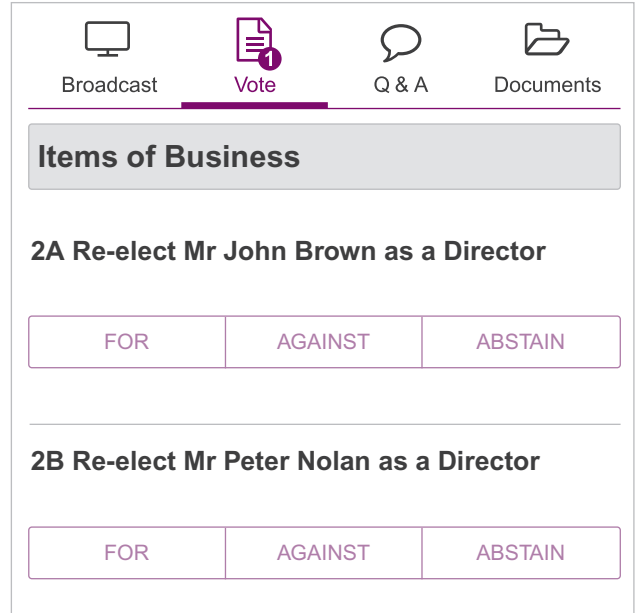


Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

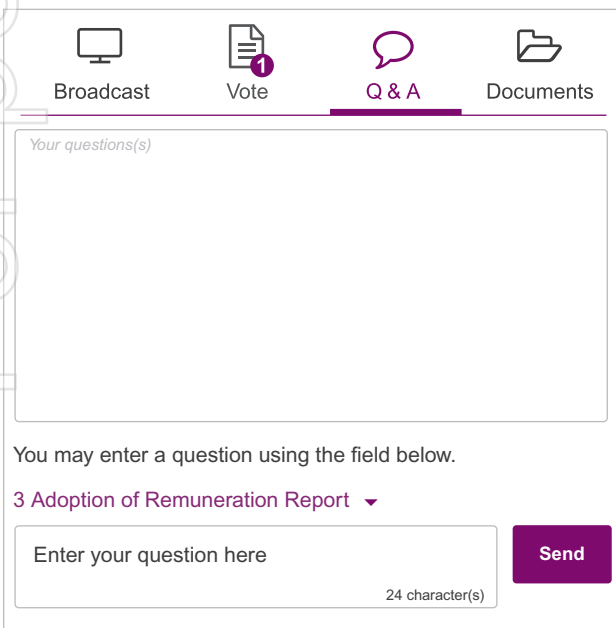
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

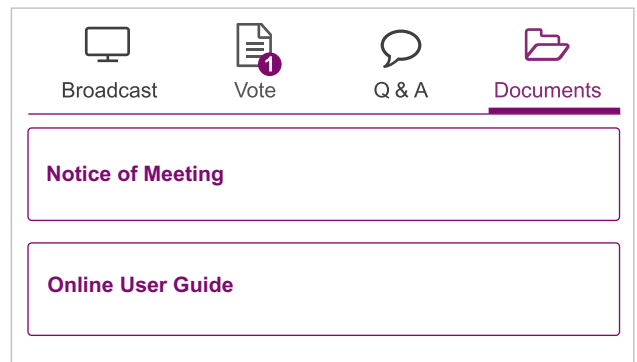
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.