

ASX ANNOUNCEMENT

3 December 2024

Results of Extraordinary General Meeting and Scheme Meetings

Anteris Technologies Ltd (ASX: AVR) (**ATL** or the **Company**) is pleased to announce that ATL shareholders and ATL optionholders have today approved the share and option schemes of arrangement (as applicable) between ATL and its shareholders (**Share Scheme**) and ATL and its optionholders (**Option Scheme** and together with the Share Scheme, the **Schemes**).

Results of the Scheme Meetings

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth), ATL advises that:

- the resolution of ATL shareholders to approve the Share Scheme (the **Share Scheme Resolution**), as set out in the Notice of Share Scheme Meeting in Attachment G of the Scheme Booklet dated 2 September 2024 (**Scheme Booklet**), was passed by the requisite majorities of ATL shareholders at the Share Scheme Meeting held earlier today, with:
 - 97.66% of the votes cast by ATL shareholders were in favour of the Share Scheme Resolution; and
 - 86.44% of ATL shareholders present and voting at the Share Scheme Meeting (either in person or by proxy, attorney or corporate representative) voted in favour of the Share Scheme Resolution; and
- the resolution of ATL optionholders to approve the Option Scheme (the **Option Scheme Resolution**), as set out in the Notice of Option Scheme Meeting in Attachment H of the Scheme Booklet, was passed by the requisite majorities of ATL optionholders at the Option Scheme Meeting held earlier today, with:
 - 100% of the votes cast by ATL optionholders were in favour of the Option Scheme Resolution; and
 - 100% of ATL optionholders present and voting at the Option Scheme Meeting (either in person or by proxy, attorney or corporate representative) voted in favour of the Option Scheme Resolution.

Details of the valid proxies received and votes cast on the Share Scheme Resolution and Option Scheme Resolution are attached to this announcement as Annexure A.

Results of the Extraordinary General Meeting

In addition, at the Extraordinary General Meeting of the Company held today, all resolutions put to ATL shareholders, as set out in the Notice of Extraordinary General meeting in Attachment F of the Scheme Booklet, were passed by a Poll.

Details of the valid proxies received and votes cast on the resolutions at the Extraordinary General Meeting are attached to this announcement as Annexure B.



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Next Steps

The Schemes remain subject to the approval of the Supreme Court of Queensland (the **Court**) at the hearing scheduled for 10:00 am (AEST) / 11:00 am (AEDT) on 4 December 2024 (**Second Court Hearing**), certain other Conditions Precedent described in the Scheme Booklet, as supplemented by the Supplementary Scheme Booklet dated 12 November 2024 (**Supplementary Scheme Booklet**).

If the outstanding Conditions Precedent are satisfied or waived (if applicable) prior to the Second Court Hearing, and the Court approves the Schemes, ATL proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (which is expected to occur on 5 December 2024), at which time the Schemes will become legally effective, subject to satisfaction of the Condition Subsequent.

The Schemes are also subject to the Condition Subsequent, as described in the Scheme Booklet as supplemented by the Supplementary Scheme Booklet. If the Condition Subsequent is not satisfied on or before 20 December 2024, the Schemes will not become legally effective and will not proceed.

The expected timetable for implementation of the Schemes is set out below, with all capitalised terms having the meaning set out in the Scheme Booklet:

Event	Date
Second Court Hearing for approval of the Schemes	Wednesday 4 December 2024
Effective Date of the Schemes	Thursday 5 December 2024
Last day of trading in ATL Shares on ASX, with ATL Shares to be suspended from trading on ASX from close of trading.	Thursday 5 December 2024
Last date by which the ATL share registry must receive a Share Election Form for ATL Shareholders who wish to receive Holdco Shares, or withdraw a previous election made.	4:00 pm (AEST) / 5:00 pm (AEDT) on Thursday 5 December 2024
Last date by which the ATL share registry must receive an Opt-out Notice for Small Shareholders who wish to opt out of participating in the Sale Facility.	4:00 pm (AEST) / 5:00 pm (AEDT) on Thursday 5 December 2024
Record Date for the Schemes	6:00 pm (AEST) / 7:00 pm (AEDT) on Monday 9 December 2024

The following key dates are subject to successful completion of the Holdco IPO and satisfaction of the Condition Subsequent. If the Holdco IPO is not successfully completed on or before the Holdco IPO End Date (20 December 2024), the Schemes will not proceed. The Holdco IPO timeline is dependent upon a number of factors, including SEC and Nasdaq review as well as market conditions, and may not proceed as anticipated.¹ ATL intends to make an ASX announcement confirming the following dates once known.

Holdco Shares commence trading on Nasdaq	Currently anticipated to be Friday 13 December 2024 (US time)
Implementation Date of the Schemes	Currently anticipated to be Monday 16 December 2024 (Australia time)

¹ Anticipated dates for the Holdco IPO roadshow and pricing are set out in the Supplementary Scheme Booklet.



Completion of Holdco IPO

Currently anticipated to be Monday
16 December 2024 (US time)

Event	Date
Commencement of trading of Holdco CDIs on a Normal Settlement Basis	One business day after implementation of the Share Scheme (currently anticipated to be Tuesday 17 December 2024 (Australia time))
Commencement of trading of Holdco shares issued under the Share Scheme on Nasdaq	One business day after implementation of the Share Scheme (currently anticipated to be Tuesday 17 December 2024 (US time))
Despatch of Holdco CDI statements	Two business days after implementation of the Share Scheme (currently anticipated to be 18 December 2024 (Australia time))
Despatch of Holdco Share statements	Two business days after implementation of the Share Scheme (currently anticipated to be Wednesday 18 December 2024 (US time))

The above timetable is indicative only and the stated times and dates are subject to change. ATL will announce any changes to the ASX.

This announcement is not an offer to participate in the Holdco IPO. Written offers of Holdco Shares in the Holdco IPO will only be made pursuant to the Registration Statement on Form S-1 filed in connection with the Holdco IPO.

The Company cannot guarantee that the Holdco IPO will be successfully completed, including that there is no guarantee that an achievable issue price of Holdco Shares under the Holdco IPO will be acceptable to the Holdco board of directors.

ENDS



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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 treating aortic stenosis. DurAVR[®] THV was designed in partnership with the world's leading interventional cardiologists and cardiac surgeons. It 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[®] THV 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 55,000 patients worldwide.

The ComASUR[®] Delivery System was designed to provide controlled deployment and accurate placement of the DurAVR[®] THV with balloon-expandable delivery, allowing precise 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 for significant unmet clinical needs.

Authorisation and Additional information

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

For more information:

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**ANNEXURE A –
RESULTS OF SCHEME MEETINGS (COMPUTERSHARE REPORT)**

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**Anteris Technologies Ltd
Share Scheme Meeting
Tuesday, 03 December 2024
Results of Meeting**



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
<p><i>That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Anteris Technologies Ltd and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without amendment or any alterations or conditions as approved by the Supreme Court of Queensland to which Anteris Technologies Ltd and Holdco agree.'</i></p>	5,266,469	137,540	35,912	1,509	5,747,667	137,540	1,509	Carried
	96.81%	2.53%	0.66%		97.66%	2.34%		
					Number of shareholders voting on the poll			
	For	Against	Abstain*					
153	24	0						
86.44%	13.56%							

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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**Anteris Technologies Ltd
Option Scheme Meeting
Tuesday, 03 December 2024
Results of Meeting**



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
<p><i>That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Anteris Technologies Ltd and the holders of its options to acquire ordinary shares in Anteris Technologies Ltd, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without amendment or any alterations or conditions as approved by the Supreme Court of Queensland to which Anteris Technologies Ltd and Holdco agree.</i></p>	361,145	0	0	0	2,429,165	0	0	Carried
	100.00%				100.00%			
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
				24	0	0		
				100.00%				

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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ANNEXURE B –

RESULTS OF EXTRAORDINARY GENERAL MEETING (COMPUTERSHARE REPORT)

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The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Placement Shares	Ordinary	5,104,110 98.09%	27,598 0.53%	71,886 1.38%	6,137	5,574,306 99.51%	27,598 0.49%	6,137	Carried
2 Adviser Shares	Ordinary	5,103,021 97.99%	30,362 0.58%	74,751 1.43%	55,375	5,263,526 99.43%	30,362 0.57%	717,898	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.