

ASX ANNOUNCEMENT

5 December 2024

Schemes become legally effective

Anteris Technologies Ltd (ASX: AVR) (**ATL** or the **Company**) is pleased to announce that an office copy of the orders made by the Supreme Court of Queensland (the **Court**) approving the proposed share and option schemes of arrangement between ATL and its shareholders (**Share Scheme**) and ATL and its optionholders (**Option Scheme** and together with the Share Scheme, the **Schemes**) has been lodged with the Australian Securities and Investments Commission (**ASIC**).

Accordingly, pursuant to sub-section 411(10) of the *Corporations Act 2001* (Cth), the Schemes are now legally effective. The implementation of the Schemes remains subject to the satisfaction of the Condition Subsequent, as detailed in the Scheme Booklet dated 2 September 2024 as supplemented by the Supplementary Scheme Booklet dated 12 November 2024.

An office copy of the orders made by the Court as lodged with ASIC are attached to this announcement.

It is expected that ATL shares will be suspended from trading on the ASX with effect from close of trading today, 5 December 2024.

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
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.

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



Event	Date
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)
Completion of Holdco IPO	Currently anticipated to be Monday 16 December 2024 (US time)
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 Wednesday 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



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 the Board of Directors.

For more information:

Investor Relations

investors@anteristech.com
Anteris Technologies Ltd
+61 1300 550 310 | +61 7 3152 3200

Investor Relations (US)

Malini Chatterjee, Ph.D.
Managing Director
Blueprint Life Science Group
+1 917 330 4269

Website	www.anteristech.com
X	@AnterisTech
Facebook	www.facebook.com/anteristech
LinkedIn	https://www.linkedin.com/company/anteristech



Duplicate

SUPREME COURT OF QUEENSLAND

REGISTRY: Brisbane

NUMBER: 10806/24

IN THE MATTER OF ANTERIS TECHNOLOGIES LTD ACN 088 221 078

Applicant:

**ANTERIS TECHNOLOGIES LTD
ACN 088 221 078**

ORDER

Before: Justice Bradley

Date: 4 December 2024

Initiating document: Originating application filed 16 August 2024

THE ORDER OF THE COURT IS THAT:

1. Pursuant to section 411(4)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the scheme of arrangement between the applicant and its members, set out in Attachment C to the Scheme Booklet (a copy of which is contained at pages 1 to 276 of exhibit MJM-2 to the Second Affidavit of Matthew James McDonnell sworn 30 August 2024) (**Share Scheme**), is approved.
2. Pursuant to section 411(4)(b) of the *Corporations Act*, the scheme of arrangement between the applicant and the holders of options to acquire shares in the applicant, set out in Attachment E to the Scheme Booklet (a copy of which is contained at pages 1 to 276 of exhibit MJM-2 to the Second Affidavit of Matthew James McDonnell sworn 30 August 2024) (**Option Scheme**), is approved.



ORDER

Filed on Behalf of the Applicant
Form 59, Version 1
Uniform Civil Procedure Rules 1999
Rule 661

Page 1

JONES DAY

Address: Level 31, 123 Eagle Street
BRISBANE QLD 4000
Phone No: (07) 3085 7000
Email: iwest@jonesday.com

3. Pursuant to section 411(12) of the Corporations Act, the applicant is exempt from compliance with section 411(11) of the Corporations Act in relation to the Share Scheme and the Option Scheme

THE COURT NOTES THAT:

1. Anteris Technologies Global Corp. will rely on the Court's approval of the Share Scheme and Option Scheme for the purposes of qualifying for exemption from the registration requirements of the US Securities Act of 1933 provided for by s 3(a)(10) of that Act, in connection with the implementation of, and the provision of consideration, under the Share Scheme and Option Scheme.

Signed: _____

Deputy Registrar

