

ASX ANNOUNCEMENT

29 April 2024

Notice of Annual General Meeting

The Annual General Meeting of Anteris Technologies Ltd will be held via live webcast, and physically at Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000, at 10:00 a.m. AEST on Wednesday 29 May 2024.

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 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.

REGISTERED OFFICE

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Authorisation and Additional information

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

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ANTERIS TECHNOLOGIES LTD

ACN 088 221 078

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

AND

EXPLANATORY MEMORANDUM

**TO BE HELD AT 10:00 AM AEST ON
WEDNESDAY 29 MAY 2024**

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 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General Meeting of Anteris Technologies Ltd ACN 088 221 078 (the **Company**) will be held via live webcast, and physically at Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000, on Wednesday 29 May 2024 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/M2QJYVD> (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 27 May 2024 at 7:00 PM (AEST).

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 31 December 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a non-binding resolution, the following:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by Shareholders for the adoption of the Remuneration Report."

Voting Exclusion Statement

A vote on Resolution 1 must not be cast:

- by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Wenyi Gu as Director

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

"That, pursuant to and in accordance with article 9.4 of the Constitution and for all other purposes Dr Wenyi Gu, Director, retires and being eligible for re-election pursuant to articles 9.2 and 9.4 of the Constitution is re-elected as a non-executive Director of the Company."

4. Resolution 3 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the Company having the additional capacity to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, until the earlier of:

- (i) the date that is 12 months from the date of this Meeting;*
- (ii) the time and date of the Company's next annual general meeting; and*
- (iii) the time and date of Shareholder approval of a transaction under Listing Rule 11.1.2 or 11.2."*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- if at the time the approval is sought the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (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; or

- 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 excluding from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

5. Resolution 4 – Ratification and approval of prior issue of Shares on 2 November and 16 November 2023 under Listing Rule 7.1

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 7.4 and all other purposes, approval be given to ratify the prior issue of 1,664,150 Shares under Listing Rule 7.1 as detailed in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue or any associates 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.

6. Resolution 5 – Ratification and approval of prior issue of Shares on 17 April 2024 under Listing Rule 7.1

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 7.4 and all other purposes, approval be given to ratify the prior issue of 1,000,000 Shares under Listing Rule 7.1 as detailed in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue or any associates of those persons. However this does not apply to a vote cast in favour of Resolution 5 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.

7. Resolution 6(a) – 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 300,000 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 6(a) 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 6(a) 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 6(a) 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 6(a) 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.

8. Resolution 6(b) – 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 75,000 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 6(b) 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 6(b) 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 6(b) 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 6(b) 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.

9. Resolution 6(c) – 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 50,000 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 6(c) 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 6(c) 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 6(c) 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 6(c) 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.

10. Resolution 6(d) – 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 50,000 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 6(d) 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 6(d) 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 6(d) 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 6(d) 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: 29 April 2024

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 6(d) (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	Annual Report
Section 4	Resolution 1 – Adoption of the Remuneration Report
Section 5	Resolution 2 – Re-election of Wenyi Gu as Director
Section 6	Resolution 3 – Approval of 10% Placement Facility
Section 7	Resolution 4 – Ratification and approval of prior issue of Shares on 2 November and 16 November 2023 under Listing Rule 7.1
Section 8	Resolution 5 – Ratification and approval of prior issue of Shares on 17 April 2024 under Listing Rule 7.1
Section 9	Resolutions 6(a)–(d) – 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 27 May 2024, 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 Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000.

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 agmquestions@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. Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- discuss the Annual Report, which is available online at <https://anteristech.com/investors#FinancialReports>;

- ask questions about, or comment on, the management of the Company; and
- ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- the preparation and the content of the Auditor's Report;
- the conduct of the audit;
- accounting policies of the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office or by email to agmquestions@anteristech.com.

4. Resolution 1 – Adoption of the Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The Remuneration Report relates to the twelve-month accounting period from 1 January 2023 to 31 December 2023.

In accordance with section 250R(3) of the Corporations Act, Shareholders' vote on Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board will take the discussion of the Remuneration Report at the Meeting into consideration when determining the Company's remuneration policy in the future and consider concerns Shareholders may raise in relation to remuneration issues.

Where a resolution on the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's 2022 Remuneration Report did not receive a Strike at the Company's 2023 Annual General Meeting.

If the Remuneration Report receives a Strike at this Meeting, then at the Company's 2025 Annual General Meeting, in addition to a vote on the Company's 2024 Remuneration Report, the Company will be required to put a conditional resolution to the meeting in accordance with section 250V(1) of the Corporations Act which will be put to the meeting if the Company's 2024 Remuneration Report receives a Strike. If the conditional resolution is passed by an ordinary resolution, the Board (other than Mr Wayne Paterson) will be required to stand for re-election.

The Chairman will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolution 2 – Re-election of Wenyi Gu as Director

Article 9.2 of the Company's Constitution provides that, at every annual general meeting of the Company there must be an election of Directors.

Article 9.4 of the Constitution provides that the Company may at a general meeting at which a Director retires, fill the vacated office by electing a person to that office.

Dr Wenyi Gu was appointed to the Board of Directors on 4 October 2018 and was re-elected as a non-executive Director on 15 July 2021. Dr Gu will retire in accordance with article 9.2 of the Constitution and, being eligible, seek re-election in accordance with articles 9.2 and 9.4 of the Constitution.

Dr Gu currently works as Research Fellow for the Australian Institute for Bioengineering and Nanotechnology at the University of Queensland, where he began his post-doctoral work in 2001. Dr Gu is also currently guest professor with several Chinese institutes and universities. From April 2021 to March 2023, Dr Gu was the Chief Scientific Officer of Guangzhou Gillion Biotherapeutics Ltd, a biotechnology company. He held a Peter Doherty Fellowship from 2006 to 2009 and was supported by the National Health and Medical Research Council to work at Harvard Medical School, Harvard University as a visiting research fellow.

Before engaging in nanomedicine (focusing on drug delivery and cancer therapy), Dr Gu worked on RNAi-based gene therapy for several years at Translation Research Institute. Dr Gu's research has been extensively published in respected industry journals such as Nature Communications, Ad. Materials, ACS Nano and PNAS USA.

Dr Gu is a resident of Brisbane, Queensland and holds a Bachelor degree in Veterinary Science, a Masters degree in Veterinary Science, a PhD in biochemistry and molecular biology at the Australian National University and later worked at John Curtin Medical School., is a member of the Audit and Risk Management Committee and a member of the Remuneration Committee.

The Directors (excluding Dr Gu) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chairman intends to vote all undirected proxies in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

As at 24 April 2024, the Company is not an eligible entity as its market capitalisation is greater than \$300 million. If on the date of the Meeting, the market capitalisation of the Company, based upon the closing price of Shares on ASX on the last Trading Day before the date of the Meeting, is greater than \$300 million, the Company will not be an eligible entity and this Resolution 3 will be withdrawn and will not be put to a vote of Shareholders at the Meeting.

The Company is seeking Shareholder approval by way of a special resolution to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**10% Placement Facility**). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.2(c) below).

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the 10% Placement Facility and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person (including virtually), by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all undirected proxies in favour of Resolution 3.

6.2 Listing Rule 7.1A

- (a) **Shareholder approval:** The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.
- (b) **Equity Securities:** Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares.
- (c) **Formula for calculating 10% Placement Facility:** Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period (refer to section 6.2(f) below), a number of Equity Securities calculated in accordance with the following formula:
- $$(A \times D) - E$$
- where:
- A is the number of Shares on issue 12 months before the date of the issue or agreement (the **Relevant Period**):
- (i) plus the number of Shares issued in the Relevant Period under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17);
 - (ii) plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (B) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
 - (iii) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the Relevant Period; or
 - (B) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
 - (iv) plus the number of partly paid shares that became fully paid in the Relevant Period;
 - (v) plus the number of Shares issued in the Relevant Period with Shareholder approval under Listing Rules 7.1 or 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without Shareholder approval;
 - (vi) less the number of Shares cancelled in the Relevant Period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period that are not issued with Shareholder approval under Listing Rule 7.4.

- (d) **Listing Rule 7.1 and Listing Rule 7.1A:** The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 19,210,316 Shares and therefore will have capacity to issue:

- (i) 2,881,547 Equity Securities under Listing Rule 7.1; and
- (ii) 1,921,031 Equity Securities under Listing Rule 7.1A (subject to Shareholder approval being obtained for this Resolution 3).

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.2(c) above).

- (e) **Minimum issue price:** Equity Securities issued under Listing Rule 7.1A must be issued for cash consideration not less than 75% of the Volume Weighted Average Market Price of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class of Equity Securities were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
 - (ii) if the Equity Securities are not issued within ten Trading Days of the date in section 6.2(e)(i), the date on which the Equity Securities are issued.
- (f) **10% Placement Period:** Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:
- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
 - (ii) the time and date of the Company's next annual general meeting; or
 - (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),
- (10% Placement Period).

6.3 Effect of approving Resolution 3

The effect of approving Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1. This will give the Company greater scope and flexibility to raise capital by the issue of Equity Securities during the 10% Placement Period.

6.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, the following information is provided:

- (a) The Company will only issue Equity Securities under the 10% Placement Facility during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid upon the earlier of:
- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
 - (ii) the time and date of the Company's next annual general meeting; or
 - (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) Equity Securities will be issued for cash consideration not less than 75% of the Volume Weighted Average Market Price for the Company's Equity Securities over the 15 Trading Days on which trades in that class of Equity Securities were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within ten Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The Company may seek to issue the Equity Securities under the 10% Placement Facility for the following purposes:
- (i) general working capital purposes; and
 - (ii) continuation of the Company's TAVR research and development.
- (d) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (e) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.
- (f) The table also shows:
- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlement issue, scrip issued under a takeover offer, or the exercise of Options or warrants) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$11.55 50% decrease in Issue Price	\$23.10 Issue Price	\$34.65 50% increase in Issue Price
Current Variable A 19,210,316 Shares	10% Voting Dilution (Shares)	1,921,031	1,921,031	1,921,031
	Funds raised (\$)	\$22,187,908	\$44,375,816	\$66,563,724
50% increase in current Variable A 28,815,474 Shares	10% Voting Dilution (Shares)	2,881,547	2,881,547	2,881,547
	Funds raised (\$)	\$33,281,868	\$66,563,736	\$99,845,604
100% increase in current Variable A 38,420,632 Shares	10% Voting Dilution (Shares)	3,842,063	3,842,063	3,842,063
	Funds raised (\$)	\$44,375,828	\$88,751,655	\$133,127,483

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (iv) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vi) The issue price is \$23.10, being the closing price of the Shares on ASX on 23 April 2024. The price of Shares may fluctuate between the date of this Notice and the date of the Meeting.
- (g) The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon the issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers of Shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company including but not limited to, rights issues or other forms of issuance in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The subscribers under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of related parties of the Company.
- (j) In the 12 months preceding the date of the Meeting, the Company did not issue nor agree to issue any Equity Securities under Listing Rule 7.1A.2.

- (k) A voting exclusion statement is included in the Notice for Resolution 3.
- (l) As at the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

6.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3. The Chairman intends to vote all undirected proxies in favour of Resolution 3.

7. Resolution 4 – Ratification and approval of prior issues of Shares on 2 November and 16 November 2023 under Listing Rule 7.1

7.1 General

On 26 October 2023, the Company announced a placement of Shares to various sophisticated and professional investors (**2023 Capital Raising**). The 2023 Capital Raising occurred in two tranches. The first tranche, being an issue of 1,539,150 Shares, occurred on 2 November 2023 (**Tranche 1**). The second tranche, being an issue of 125,000 Shares, occurred on 16 November 2023 (**Tranche 2**). The total number of Shares issued was 1,664,150 Shares, which raised \$33,283,000 before costs.

All of the Shares issued under the 2023 Capital Raising will be issued using the Company's placement capacity under Listing Rule 7.1. Resolution 4 seeks approval to ratify the issuance of the 1,664,150 Shares pursuant to Listing Rule 7.4.

Listing Rule 7.1 provides that, subject to certain exceptions, the Company may only issue up to 15% of the number of Shares on issue as at the date 12 months prior to the issue of new Shares without prior approval of Shareholders.

Listing Rule 7.4 provides that, where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and which did not breach Listing Rule 7.1) those securities will be deemed to have been issued with Shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain flexibility to issue additional securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 4 is approved, it will have the effect of refreshing the Company's ability to issue further securities without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act), to the extent of the number of securities the subject of that Resolution. In particular if Resolution 4 is approved, the 1,664,150 Shares issued under Listing Rule 7.1 will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

However, if Resolution 4 is not approved, the 1,664,150 Shares issued under Listing Rule 7.1 will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

7.2 Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars:

Persons to whom securities were issued	Various sophisticated and professional investors identified by the Company and its broker (Evolution Capital Pty Ltd) through a bookbuild process. The investors included L1 Capital Pty Ltd.
Number and class of securities issued and summary of material terms	1,664,150 Shares
Date of issue	The Tranche 1 Shares were issued on 2 November 2023. The Tranche 2 Shares were issued on 16 November 2023.
Issue price	\$20.00 per Share
Purpose of issue	The proceeds will be used for preparation for the FDA Pivotal trial of the Company's DurAVR™ THV for treating severe aortic stenosis, continued Valve-in-Valve trials and general working capital expenses.
Summary of the material terms of the agreement upon which the securities were issued	The investors who participated in the 2023 Capital Raising agreed to participate in the 2023 Capital Raising through confirmations sent to the Company's broker, Evolution Capital Pty Ltd (Commitment Letters). Under the Commitment Letters, the investors agreed to advance funds to the Company in exchange for which the Company agreed to issue the Shares. The Commitment Letter contains representations and warranties standard for an agreement of the nature of Commitment Letters.
Voting exclusion statement	Voting exclusion statements are included with Resolution 4.

7.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4. The Chairman intends to vote all undirected proxies in favour of Resolution 4.

8. Resolution 5 – Ratification and approval of prior issues of Shares on 17 April 2024 under Listing Rule 7.1

8.1 General

On 10 April 2024, the Company announced a placement of 1,000,000 Shares to various sophisticated and professional investors raising approximately \$23M before costs (**2024 Capital Raising**). The 2024 Capital Raising completed on 17 April 2024.

All of the Shares issued under the 2024 Capital Raising were issued using the Company's placement capacity under Listing Rule 7.1. Resolution 5 seeks approval to ratify the issuance of the 1,000,000 Shares pursuant to Listing Rule 7.4.

Listing Rule 7.1 provides that, subject to certain exceptions, the Company may only issue up to 15% of the number of Shares on issue as at the date 12 months prior to the issue of new Shares without prior approval of Shareholders.

Listing Rule 7.4 provides that, where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and which did not breach Listing Rule 7.1) those securities will be deemed to have been issued with Shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain flexibility to issue additional securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 5 is approved, it will have the effect of refreshing the Company's ability to issue further securities without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act), to the extent of the number of securities the subject of that Resolution. In particular if Resolution 5 is approved, the 1,000,000 Shares issued under Listing Rule 7.1 will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

However, if Resolution 5 is not approved, the 1,000,000 Shares issued under Listing Rule 7.1 will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

8.2 Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars:

Persons to whom securities were issued	Various sophisticated and professional investors identified by the Company and its brokers (Evolution Capital Pty Ltd and MST Financial Services Pty Limited) through a bookbuild process. The investors included L1 Capital Pty Ltd.
Number and class of securities issued and summary of material terms	1,000,000 Shares
Date of issue	17 April 2024
Issue price	\$23.00 per Share
Purpose of issue	The proceeds will primarily be used preparing for the DurAVR™ transcatheter heat valve's FDA pivotal study, as well as for strategic initiatives, valve-in-valve trials and general working capital.
Summary of the material terms of the agreement upon which the securities were issued	The investors who participated in the 2024 Capital Raising agreed to participate in the 2024 Capital Raising through confirmations sent to the Company's brokers, Evolution Capital Pty Ltd and MST Financial Services Pty Limited (Commitment Letters). Under the Commitment Letters, the investors agreed to advance funds to the Company in exchange for which the Company agreed to issue the Shares. The Commitment Letter contains representations and warranties standard for an agreement of the nature of Commitment Letters.
Voting exclusion statement	Voting exclusion statements are included with Resolution 5.

8.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chairman intends to vote all undirected proxies in favour of Resolution 5.

9. Resolutions 6(a)–(d) – Approval of grant of Options to Wayne Paterson, John Seaberg, Stephen Denaro and Wenyi Gu

9.1 Options

Resolutions 6(a)–(d) seek Shareholder approval in accordance with, and for the purposes of, Listing Rule 10.11 for the Company to grant:

- 300,000 Options to Mr Wayne Paterson;
- 75,000 Options to Mr John Seaberg;
- 50,000 Options to Mr Stephen Denaro; and
- 50,000 Options to Dr Wenyi Gu.

The above Options are proposed to be issued on the terms described in section 9.4(d).

9.2 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 6(a)–(d) 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 6(a)–(d), the Director to whom Options are proposed to be granted did not participate in the decision-making process in relation to the relevant resolution.

9.3 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 6(a)–(d) 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 6(a) seeks the required Shareholder approval to issue 300,000 Options to Mr Paterson under and for the purposes of Listing Rule 10.11. If Resolution 6(a) is passed, the Company will be able to proceed with the issue of Options to Mr Paterson. If Resolution 6(a) 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 6(b) seeks the required Shareholder approval to issue 75,000 Options to Mr Seaberg under and for the purposes of Listing Rule 10.11. If Resolution 6(b) is passed, the Company will be able to proceed with the issue of Options to Mr Seaberg. If Resolution 6(b) 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 6(c) seeks the required Shareholder approval to issue 50,000 Options to Mr Denaro under and for the purposes of Listing Rule 10.11. If Resolution 6(c) is passed, the Company will be able to proceed with the issue of Options to Mr Denaro. If Resolution 6(c) 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 6(d) seeks the required Shareholder approval to issue 50,000 Options to Dr Gu under and for the purposes of Listing Rule 10.11. If Resolution 6(d) is passed, the Company will be able to proceed with the issue of Options to Dr Gu. If Resolution 6(d) 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 6(a)–(d) 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.

9.4 Information required by Listing Rule 10.13

In accordance with the disclosure requirements of Listing Rule 10.13, the following information is provided:

- (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 300,000 Options will be issued to Mr Paterson, 75,000 Options will be issued to Mr Seaberg, 50,000 Options will be issued to Mr Denaro and 50,000 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 6(a) to (d) of this Notice (Grant Date).
Expiry date	All Options will expire on the date that is 5 years from the Grant Date.
Issue price	Nil
Exercise price	\$23.00 per Option
Vesting dates	The Options to be granted to each of Mr Paterson, Mr Seaberg, Mr Denaro and Dr Gu will vest in three equal tranches: • 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. 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.

- (e) the Company intends to issue the Options with 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 the year ended 31 December 2023 were as follows:
 - (i) Mr Paterson — \$5,325,650 per annum (including pension), of which \$3,394,595 is equity-based compensation;
 - (ii) Mr Seaberg — \$962,840 per annum, of which \$741,641 is equity-based compensation;
 - (iii) Mr Denaro — \$529,929 per annum (including compulsory superannuation), of which \$360,824 is equity-based compensation; and
 - (iv) Dr Gu — \$400,874 per annum (including compulsory superannuation), of which \$284,061 is equity-based compensation;
- (i) the Options are not being issued under an agreement; and
- (j) a voting exclusion statement for Resolutions 6(a)–(d) is set out in the Notice.

9.5 Directors' recommendation

Each of the Directors abstain from making a recommendation given their personal interest in the outcome of the voting on Resolutions 6(a)–(d).

Schedule 1 – Definitions

In this Notice, including this Explanatory Memorandum:

2023 Capital Raising	has the meaning given in section 7.1 of the Explanatory Memorandum.
2024 Capital Raising	has the meaning given in section 8.1 of the Explanatory Memorandum.
Annual Report	means the Directors' Report, the Financial Report and the Auditors' Report in respect of the financial year ended 31 December 2023, as lodged with ASX on or about the date of this Notice.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report
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.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Director's Report	means the annual directors' report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.
Equity Securities	has the meaning given in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum accompanying the Notice.
Financial Report	means the annual financial report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.
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.
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.
Relevant Period	has the meaning given in section 6.2(c) of the Explanatory Memorandum.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.

Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the registered holder of a Share.
Trading Day	has the meaning given in the Listing Rules.
Volume Weighted Average Market Price	has the meaning given in the Listing Rules.



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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AEST) Monday, 27 May 2024.**

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:

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: 183784

SRN/HIN:

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 Annual General Meeting of Anteris Technologies Ltd to be held via live webcast at <https://meetnow.global/M2QJYVD> and physically at Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000 on Wednesday, 29 May 2024 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, 6(a), 6(b), 6(c) and 6(d) (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6(a), 6(b), 6(c) and 6(d) 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, 6(a), 6(b), 6(c) and 6(d) 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 – Adoption of the Remuneration Report	☐	☐	☐
Resolution 2 – Re-election of Wenyi Gu as Director	☐	☐	☐
Resolution 3 – Approval of 10% Placement Facility	☐	☐	☐
Resolution 4 – Ratification and approval of prior issue of Shares on 2 November and 16 November 2023 under Listing Rule 7.1	☐	☐	☐
Resolution 5 – Ratification and approval of prior issue of Shares on 17 April 2024 under Listing Rule 7.1	☐	☐	☐
Resolution 6(a) – Approval of grant of Options to Wayne Paterson	☐	☐	☐
Resolution 6(b) – Approval of grant of Options to John Seaberg	☐	☐	☐
Resolution 6(c) – Approval of grant of Options to Stephen Denaro	☐	☐	☐
Resolution 6(d) – Approval of grant of Options to Wenyi Gu	☐	☐	☐

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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)

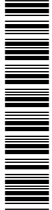


Online:

www.investorcentre.com/contact

AVR

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



Anteris Technologies Ltd Annual General Meeting

The Anteris Technologies Ltd Annual General Meeting will be held on Wednesday, 29 May 2024 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, 27 May 2024.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/M2QJYVD>

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



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Sheraton Grand Sydney Hyde Park, 161 Elizabeth Street, Sydney NSW 2000

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

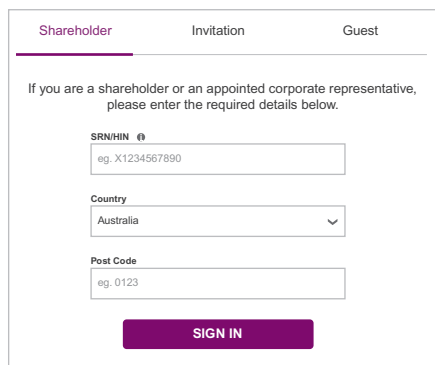
Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

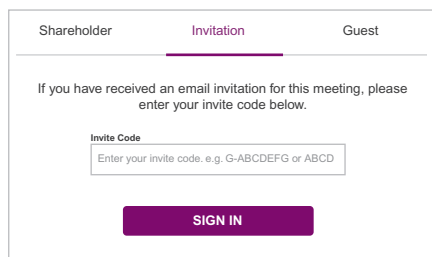
To register as a shareholder

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



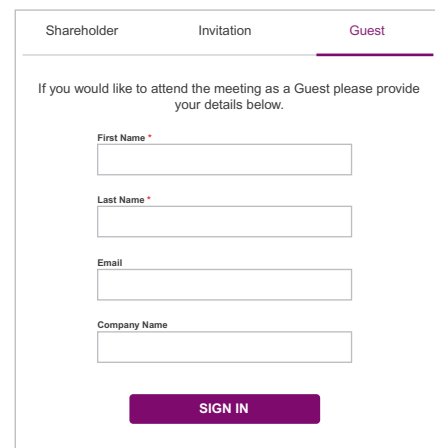
or To register as a proxyholder

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.



or To register as a guest

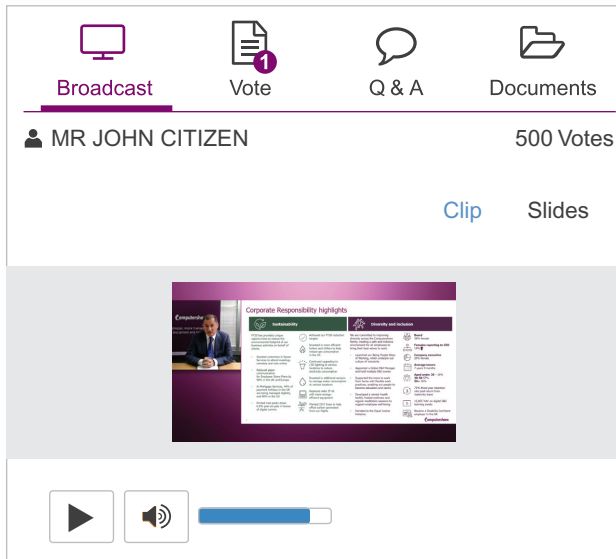
Select 'Guest' and enter your details.





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.

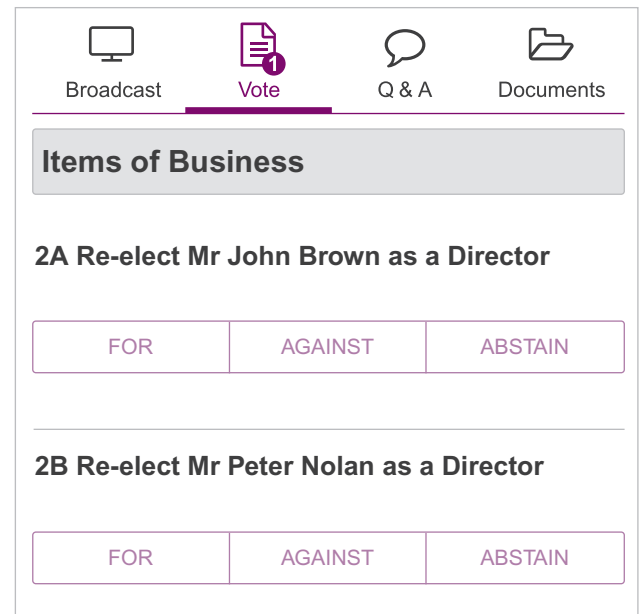


Vote

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.

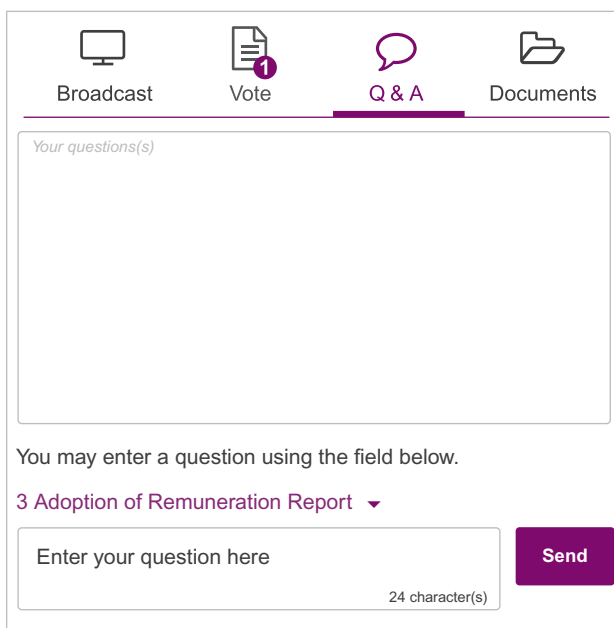
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

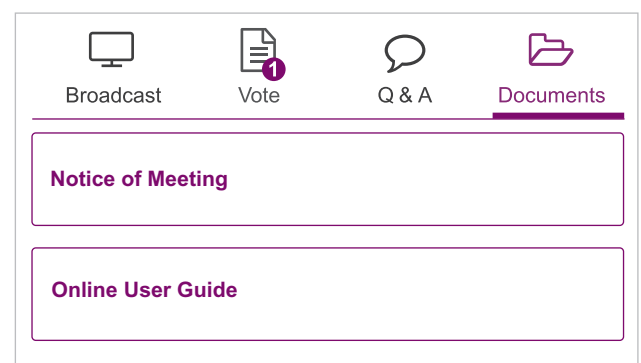
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

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.