

Remuneration Committee Charter

1. Roles and responsibilities

The Remuneration Committee (“the Committee”) is established by, and reports to the Board of Directors of Anteris Technologies Ltd and its controlled entities (“the Company”).

The purpose of the Committee is to review and make recommendations to the Board in relation to the overall remuneration policy for the Company and, specifically:

- a) Non-Executive Director remuneration including fees, travel and other benefits and any Non-Executive Director Option or Share Plans;
- b) the Managing Director’s remuneration;
- c) assist the Chairman of the Board in the annual performance review of the Managing Director including key performance indicators in order to determine the annual short term and long term incentive components;
- d) the Managing Director’s recommendations regarding staff remuneration; including those of the Senior Executive team;
- e) the implementation of, and amendment of, any short term and long term incentive plans (including equity-based plans);
- f) the Company’s remuneration and incentive framework including policies, practices and performance indicators to ensure that they are appropriately designed as well as aligned to the Board’s vision, values and overall business objectives;
- g) oversight of management’s preparation of the annual remuneration report for inclusion in the Company’s annual report;
- h) consider whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees; and

- i) consider any other matters referred to the Committee by the Board.

2. Powers

In order to carry out its role and responsibilities, the Committee has the right to:

- obtain information;
- interview management; and
- seek advice from external consultants or specialists where the Committee considers that necessary or appropriate.

Where the Committee seeks advice independently of management, the Committee should engage those advisers directly and request that any advice be provided directly to the Committee (or Chairman of the Committee).

3. Membership

The Committee will comprise of:

- a) only Non-Executive Directors;
- b) at least three members; and
- c) a majority of independent Non-Executive Directors.

The Committee will be chaired by an independent Director.

A standing invitation is issued to all Non-Executive Directors who are not members of the Committee to attend meetings.

The Committee Chairman may also invite such other parties to attend meetings as deemed appropriate, including the Managing Director and the Chief Financial Officer; however such persons must not be present at meetings or participate in any decisions in relation to their

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own remuneration or specific remuneration policies applicable to them.

4. Meetings

The Committee is to meet as required by the Committee Chairman, although it is intended that the Committee meet no less than twice each financial year.

At a meeting of the Committee the number of Committee members whose presence is necessary to constitute a quorum is two.

The Company Secretary will act as secretary to the Committee, unless otherwise determined by the Committee.

The Chairman of the Committee, or a delegate, will report to the Board following each meeting of the Committee and a copy of the minutes of each meeting of the Committee will be made available to all members of the Board subsequent to each meeting.

5. Review and self-assessment

The Committee will regularly assess its effectiveness with a view to ensuring that its performance accords with best practice.

The Committee's Charter will be reviewed and updated as required and the Chairman of the Committee will following such review, either confirm the appropriateness of the Charter to the Board or recommend any amendments deemed desirable to the Board for approval.

This Charter was last reviewed and approved by the Remuneration Committee on 13 May 2020.