

ASX ANNOUNCEMENT

15 June 2021

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Anteris Technologies Ltd will be held at 10:00 a.m. AEST on Thursday 15 July 2021.

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 is a structural heart company delivering clinically superior and durable solutions through better science and better design. Its focus is on developing next generation technologies that help healthcare professionals create life-changing outcomes for patients.

The Anteris DurAVR™ aortic replacement valve addresses the acute need in terms of superior hemodynamic profile as well as chronic needs in its ability to sustain that profile longer over the lifetime of the patient.

The proven benefits of its ADAPT® tissue technology, paired with DurAVR™'s unique 3D single-piece aortic valve design, has the potential to deliver a functional cure to aortic stenosis patients and provide a much-needed solution to the challenges facing heart surgeons today.

Authorisation and Additional information

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

For more information:

Ms Kyahn Williamson

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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
THURSDAY 15 JULY 2021**

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 on Thursday 15 July 2021 at 10:00 AM (AEST) (**Meeting**).

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 Tuesday 13 July 2021 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 2020, 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 Dr 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 15.2 of the Constitution and for all other purposes, Dr Wenyi Gu, Director, retires and being eligible for re-election pursuant to articles 15.2 and 15.3 of the Constitution is re-elected as an independent, 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:

- the date that is 12 months from the date of this Meeting;*
- the time and date of the Company's next annual general meeting; and*
- 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 the resolution 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 the resolution 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 chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair 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 – Adoption of New Constitution

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

“That, for the purposes of sections 136(1)(b) and 136(2) of the Corporations Act and for all other purposes, the existing constitution of the Company be repealed and the Company adopt the New Constitution in its place, which will be initialled by the Chairman for identification purposes, with effect from the close of the Meeting.”

6. Resolution 5(a) – Ratification and approval of prior issue of Third Tranche Convertible Notes to Mercer Street Global Opportunity Fund, LLC

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 the Third Tranche Convertible Notes to Mercer Street Global Opportunity Fund, LLC as detailed in the Explanatory Memorandum.”

Voting Exclusion

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

7. Resolution 5(b) – Ratification and approval of prior issue of First Subsequent Investment Shares to Mercer Street Global Opportunity Fund, LLC

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 the First Subsequent Investment Shares to Mercer Street Global Opportunity Fund, LLC as detailed in the Explanatory Memorandum.”

Voting Exclusion

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

- (a) 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;
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) 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(a) – Ratification and approval of prior issue of shares to certain institutional investors on 31 May 2021 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 to certain institutional investors of 310,386 Shares under Listing Rule 7.1 at \$7.50 per Share as detailed in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 6(a) 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 6(a) by:

- (a) 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;
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) 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(b) – Approval of future issue of Attaching Options to certain institutional investors

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 issue the Attaching Options to certain institutional investors as detailed in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 6(b) by or on behalf of a 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 shares in the Company) or any associates of those persons. However this does not apply to a vote cast in favour of Resolution 6(b) by:

- (a) 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;
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) 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(c) – Approval of future issue of Lead Manager Options to Evolution Capital Advisors Pty Ltd

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 issue the Lead Manager Options to Evolution Capital Advisors Pty Ltd as detailed in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 6(c) by or on behalf of a 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 shares in the Company) or any associates of those persons. However this does not apply to a vote cast in favour of Resolution 6(c) by:

- (a) 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;
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) 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
- (ii) 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

A handwritten signature in black ink, appearing to read 'S. Denaro', is written over a light gray rectangular background.

Stephen Denaro
Director and Company Secretary
Dated: 15 June 2021

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(c) (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 Dr Wenyi Gu as Director
Section 6	Resolution 3 – Approval of 10% Placement Facility
Section 7	Resolution 4 – Adoption of New Constitution
Section 8	Resolution 5(a) – Ratification and approval of prior issue of Third Tranche Convertible Notes to Mercer Street Global Opportunity Fund, LLC Resolution 5(b) – Ratification and approval of prior issue of First Subsequent Investment Shares to Mercer Street Global Opportunity Fund, LLC
Section 9	Resolution 6(a) – Ratification and approval of prior issue of shares to certain institutional investors on 31 May 2021 under Listing Rule 7.1
Section 10	Resolution 6(b) – Approval of future issue of Attaching Options to certain institutional investors
Section 11	Resolution 6(c) – Approval of future issue of Lead Manager Options to Evolution Capital Advisors Pty Ltd
Schedule 1	Definitions

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 Tuesday 13 July 2021, being at least 48 hours before the Meeting.

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

Coronavirus pandemic (COVID-19)

The Company plans to hold the Meeting virtually on Thursday 15 July 2021 at 10:00 AM (AEST). As at the date of this Notice, the ongoing Coronavirus pandemic (COVID-19) has resulted in the Australian and Queensland governments implementing a number of restrictions and guidelines including those in relation to travel, public gatherings and social distancing. Due to these restrictions, Shareholders **may not physically attend** the Meeting at the Company's registered office at Toowong Tower, Suite 302, Level 3, 9 Sherwood Rd Toowong, Queensland on Thursday 15 July 2021. The Company will implement the applicable Australian and Queensland government restrictions at the Meeting.

In order to allow all Shareholders to participate in the Meeting, the Company encourages Shareholders to submit their votes by proxy by the proxy voting cut-off time of 10:00 AM (AEST) on Thursday 15 July 2021. 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. The Directors do not intend to attend the Meeting in person and will participate in the live webcast.

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, stating who the question is directed to and your Shareholding details. Alternatively, questions will be able to be submitted online 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/investors>) and via 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 2020 to 31 December 2020.

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 2019 Remuneration Report did not receive a Strike at the Company's 2020 Annual General Meeting.

If the Remuneration Report receives a Strike at this Meeting, then at the Company's 2022 Annual General Meeting, in addition to a vote on the Company's 2021 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 2021 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 Dr Wenyi Gu as Director

Article 15.2 of the Company's Constitution provides that, at every Annual General Meeting of the Company, one-third of the Directors (other than alternate Directors and the Managing Director) for the time being, or, if their number is not a multiple of 3, then such number as is appropriate to ensure that no Director other than alternate Directors and the Managing Director holds office for more than 3 years, shall retire from office. The Directors to retire at an Annual General Meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A Director retiring by rotation is eligible for re-election pursuant to articles 15.2 and 15.3 of the Company's Constitution.

Mr John Seaberg and Dr Wenyi Gu were both elected as Directors at the 2019 Annual General Meeting on 14 May 2019. Mr Stephen Denaro was elected as Director at the 2020 annual general meeting on 15 May 2020. The Board has determined that Dr Wenyi Gu will retire in accordance with article 15.2 of the Company's Constitution and, being eligible, seek re-election in accordance with article 15.3 of the Company's Constitution.

Dr Gu was appointed to the Board of Directors as a non-executive Director on 4 October 2018.

Dr Gu currently works as a Research Fellow for the Australian Institute for Bioengineering and Nanotechnology at The University of Queensland (UQ) where he began his post-doctoral work in 2001. He held a Peter Doherty Fellowship (2006-2009) and was supported by the National Health and Medical Research Council (NHMRC) to work at Harvard Medical School, Harvard University as a visiting fellow.

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

The Directors (excluding Dr Wenyi 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. The Company is an eligible entity.

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 two classes of quoted Equity Securities, being Shares and Options.
- (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 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 6,935,466 Shares and therefore will have capacity to issue:
- (i) 1,040,319 Equity Securities under Listing Rule 7.1; and
 - (ii) subject to Shareholder approval being sought under Resolution 3, 693,546 Equity Securities under Listing Rule 7.1A.
- 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 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, information is provided as follows:

- (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 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) continue 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 entitlements issue, scrip issued under a takeover offer or the exercise of Options or conversion of Convertible Notes held by Mercer Street Global Opportunity Fund, LLC (**Mercer**)) 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		
		\$3.80 50% decrease in Issue Price	\$7.60 Issue Price	\$11.40 50% increase in Issue Price
Current Variable A 6,935,466 Shares	10% Voting Dilution (Shares)	693,547	693,547	693,547
	Funds raised (\$)	\$2,635,477	\$5,270,954	\$7,906,431
50% increase in current Variable A 10,403,199 Shares	10% Voting Dilution (Shares)	1,040,320	1,040,320	1,040,320
	Funds raised (\$)	\$3,953,216	\$7,906,431	\$11,859,647
100% increase in current Variable A 13,870,932 Shares	10% Voting Dilution (Shares)	1,387,093	1,387,093	1,387,093
	Funds raised (\$)	\$5,270,954	\$10,541,908	\$15,812,862

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 \$7.60, being the closing price of the Shares on ASX on 10 June 2021. 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 Rules 7.1A(4) and 3.10.5A 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 issue 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 issued or agreed to issue 7,135,761 Equity Securities, comprising:
- (i) an issue of 650 Options to employees under the Company's employee incentive plan as disclosed to ASX on 6 November 2020;
 - (ii) an issue of 316,954 Shares to institutional investors as announced to ASX on 30 December 2020;
 - (iii) an issue of 341,545 Shares, 150,000 Options and 1,620,000 Convertible Notes (using 648,000 Shares worth of placement capacity based on the \$2.50 floor price for conversion of the Convertible Notes) to Mercer as announced to ASX on 20 January 2021;
 - (iv) an issue of 2,500 Options to employees under the Company's employee incentive plan as disclosed to ASX on 2 March 2021;
 - (v) an issue of 61 Shares on exercise of Options as disclosed to ASX on 29 March 2021;
 - (vi) an issue of 56 Shares on exercise of Options as disclosed to ASX on 8 April 2021;
 - (vii) an issue of the following securities to Mercer as announced to ASX on 12 April 2021:
 - (A) 350,000 Options;
 - (B) 1,080,000 Convertible Notes (using 432,000 Shares worth of placement capacity based on the \$2.50 floor price for conversion of the Convertible Notes);
 - (C) 2,700,000 Convertible Notes (using 675,000 Shares worth of placement capacity based on the \$4.00 floor price for conversion of the Convertible Notes); and
 - (D) 55,838 Shares;
 - (viii) an issue of 322 Shares on exercise of Options as disclosed to ASX on 30 April 2021;
 - (ix) an issue of 310,386 Shares to institutional investors as announced to ASX on 24 May 2021;
 - (x) an agreement to issue 155,199 Options to institutional investors as announced to ASX on 24 May 2021 (subject to Shareholder approval);
 - (xi) an agreement to issue 50,000 Options to Evolution Capital Advisors Pty Ltd as announced to ASX on 24 May 2021 (subject to Shareholder approval); and
 - (xii) an issue of 2,250 Options to employees under the Company's employee incentive plan as disclosed to ASX on 31 May 2021;

This represents 45.20% of the total number of Equity Securities on issue as at the date of this Notice (being 15,788,631 Equity Securities).

- (k) In the 12 months preceding the date of the Meeting, the Company issued 625,794 Equity Securities under Listing Rule 7.1A.2, representing 7.01% of the total number of Equity Securities on issue on the date 12 months prior to the date of the Meeting (being 8,928,826 Equity Securities). The Company provides the following information for the purposes of Listing Rule 7.3A.6:

Name of persons to whom securities were issued or the basis on which those persons were identified or selected	Number and class of Equity Securities	Price at which Equity Securities were issued and the discount (if any) that the issue price represented to the closing price on the date of issue or agreement	Total cash consideration received, the amount of that cash that has been spent, what it was spent on and what is the intended use for the remaining amount of that cash (if any)
Certain institutional investors identified by the Company and its brokers through a bookbuild process. The Company does not consider that the identity of the institutional investors who participated in the issue is likely to be material to a decision by Shareholders whether or	278,411 Shares (under Listing Rule 7.1A). A further 38,543 Shares were issued in the same placement under Listing Rule 7.1.	\$3.37 per Share, representing a 10.13% discount to the closing price of Shares of \$3.75 on 22 December 2020 (being the last day of trading before the Shares were issued on 29 December 2020).	\$1,068,143 All proceeds have been used for working capital purposes as well as TAVR research and development.

not to approve Resolution 3.			
Mercer Street Global Opportunity Fund, LLC	291,545 Shares	\$3.43 per Share, representing an 8.53% discount to the closing price of Shares of \$3.75 on 22 December 2020 (being the last day of trading before the agreement to issue the Shares was entered into on 6 January 2021).	\$1,000,000 All proceeds have been used for working capital purposes as well as TAVR research and development.
Mercer Street Global Opportunity Fund, LLC	55,838 Shares	\$9.85 per Share, representing a 2.57% discount to the closing price of Shares of \$10.11 on 9 April 2021 (being the last day of trading before the Shares were issued on 12 April 2021).	Gross proceeds of \$550,000, less a 1.5% cash fee payable to Mercer All proceeds have been used for working capital purposes as well as TAVR research and development.

- (l) A voting exclusion statement is included in the Notice for Resolution 3.
- (m) While the Company has been considering its capital raising options, 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 holder 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.

7. Resolution 4 – Adoption of New Constitution

7.1 General

In accordance with section 136(2) of the Corporations Act, the Company proposes to repeal and replace the Company's existing Constitution with the proposed new constitution (**New Constitution**). The Company's existing Constitution was adopted prior to the Company's initial listing on ASX on 23 March 2004. Since that time, there have been a number of developments in law, corporate governance principles and general corporate and commercial practice for ASX listed companies. The New Constitution reflects amendments to the Corporations Act and the Listing Rules since the existing Constitution was adopted and incorporates both technological changes and the current practices of the Company.

The proposed New Constitution is available for viewing at the Company's registered office during business hours or you can contact the Company Secretary for a copy. A copy of the New Constitution, signed by the Chairman for the purposes of identification, will be tabled at the Meeting and will be available on the Company's website at <https://anteristech.com/about/corporate-governance>.

Under the Corporations Act, the Company may elect to either amend parts of its existing constitution or replace the entire document. As there have been a number of changes to the Corporations Act and Listing Rules since the adoption of the existing Constitution, the Directors consider that it is preferable in the circumstances to repeal the existing document and replace it with the New Constitution rather than to amend and insert specific updates. Accordingly, if Resolution 4 is passed, the existing Constitution will be repealed in its entirety and replaced with the New Constitution.

The New Constitution has been approved by ASX and contains a number of changes to the Company's existing Constitution. Many of these changes are administrative or minor in nature. A brief overview of the material differences between the existing Constitution and the New Constitution is set out in the table below. This overview is not exhaustive and does not identify all of the differences between the existing Constitution and the New Constitution. There have been no fundamental changes to Shareholders' rights, such as the right to vote at a general meeting or to participate in dividends.

Shareholders will have the opportunity to ask questions about the New Constitution at the Meeting or by contacting the Company Secretary.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

Subject	Summary of Differences	Rule in Current Constitution	Rule in New Constitution
SHARES			
Preference Shares	<p>The Corporations Act requires that various aspects of the rights attaching to preference shares (such as voting and dividend rights) need to be either set out in the Company's constitution or otherwise approved by Shareholders at a general meeting. The New Constitution sets out the specific rights attached to preference shares that may be issued by the Company, including:</p> <p>(a) priority for payment of dividends in relation to other share classes;</p> <p>(b) participation in distribution of surplus assets and profits;</p>	2.4	2.2 and Sch 1

Subject	Summary of Differences	Rule in Current Constitution	Rule in New Constitution
	(c) priority for payment of capital and dividends in relation to other share classes in a winding up and on redemption; (d) voting (limited voting rights compared to ordinary shares); and (e) redemption (the specific terms of which will be set out in the terms of issue to give the Company flexibility).		
Pre-emptive rights on transfer	The existing Constitution contains certain pre-emptive rights on transfer provisions which have no effect given they are inconsistent with Listing Rule 8.10. The New Constitution does not contain any pre-emptive rights on a transfer of shares.	8.9	N/A
MEETINGS			
Direct voting	The New Constitution contains a provision that allows Directors to determine that at any general meeting or class meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution. This is an alternative to members having to appoint proxies or representative to vote on their behalf as permitted by the existing Constitution.	N/A	8.31
Virtual meetings	While the existing Constitution facilitated the use of technology at general meetings, the New Conditions allows for fully virtual meetings provided that it gives Shareholders a reasonable opportunity to participate in the meeting and that it enables each Shareholder to vote on a poll.	N/A	8.4
DIRECTORS			
Retirement of directors	The existing Constitution contains an out-of-date provision which requires one third of Directors to retire each year. The New Constitution, consistent with Listing Rule 14.4, provides that a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment. The New Constitution also provides that there must be an election of Directors at each annual general meeting.	15.2	9.2

7.2 Adoption of proportional takeover provisions

Rules 6.9 to 6.14 of the New Constitution contain provisions dealing with shareholder approval requirements in the event of a proportional takeover bid for the Company's securities (**Proportional Bid Provisions**). A 'proportional takeover bid' means an off-market bid for a specified portion of the Company's securities held by each Shareholder in a class for which a takeover has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

The Corporations Act provides that Proportional Bid Provisions cease to apply at the end of three years from their adoption (or last renewal), but that they may be renewed by special resolution of the Company's Shareholders. Further, section 684G of the Corporations Act requires certain information to be included in the notice of meeting where the approval of members is sought to adopt proportional takeover provisions. The Company is seeking Shareholder approval to adopt the New Constitution (and the proportional takeover provisions contained therein) for the statutory period of three years after the date of the Meeting. Information in relation to this approval is set out below.

7.3 Effect of the proposed provisions

The effect of the proposed provisions is that where offers have been made under an off market bid in respect of shares included in a class of securities in the Company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the off market bid is prohibited unless and until a resolution to approve an off market bid is passed by holders of that class of securities.

If a proportional takeover bid is made, the Directors must ensure that holders of securities vote on a resolution to approve the bid more than 14 days before the bid period closes. The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote. If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the New Constitution.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for three years after the date of approval (for this Resolution, being three years from the date of this Meeting). The provisions may be renewed, but only by further Shareholder resolution.

7.4 Reasons for the proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority

interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

7.5 Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire or to increase the extent of, a substantial interest in the Company.

7.6 Potential advantages and disadvantages of proportional takeover provisions

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions include:

- (a) that proportional takeover bids may be discouraged;
- (b) the loss of opportunity for Shareholders to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

7.7 ASX modified escrow regime

In December 2019, ASX amended the Listing Rules to give effect to a two tiered escrow regime to make aspects of the listing process and ongoing compliance with the Listing Rules more efficient. The first tier of escrow requires that significant holders of restricted securities and their controllers execute a formal escrow agreement in the form of an ASX compliant restriction agreement.

For less significant holders, a second tier applies where ASX instead allows listed entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of restricted securities and to provide a notice to the holder of restricted securities in the form of a new Appendix 9C advising them of those restrictions. Securities in a class of quoted securities are made the subject of a holding lock for the duration of the escrow period.

In order to provide a constitutional underpinning for ASX's modified escrow regime, ASX amended Listing Rule 15.12 (restricted securities) from 1 December 2019. The new Listing Rule 15.12 requires the constitution of listed entities to reflect the modified escrow regime. This includes the constitution expressly providing for securities to be the subject of a holding lock where they are in a class of quoted securities and further providing that the holder of restricted securities will not be entitled to participate in any return of capital during the escrow period. Rule 20.2 of the New Constitution reflects Listing Rule 15.12 and is in the following terms:

"If, at any time, any of the share capital of the Company is classified by ASX as Restricted Securities, then despite any other provision of this Constitution:

- (a) a holder of restricted securities must not dispose of, or agree or offer to dispose of, the restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange;*
- (b) if the restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;*
- (c) the company must refuse to acknowledge any disposal (including, without limitation, to register any transfer) of the restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange;*
- (d) a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange; and*
- (e) if a holder of restricted securities breaches a restriction deed or a provision of this Constitution restricting a disposal of those securities the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues."*

The new proposed rule provides the constitutional underpinning for ASX's modified escrow regime. The changes to Listing Rule 15.12 (which are reflected in the above new rule) took effect from 1 December 2019 and will apply to restricted securities issued after that date. Any restricted securities issued before 1 December 2019 must continue to comply with the provisions of Listing Rule 15.12 in force immediately prior to this date.

7.8 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. Resolutions 5(a) and 5(b) – Ratification and approval of prior issue of securities to Mercer Street Global Opportunity Fund, LLC

As announced to ASX on 6 January 2021, the Company has entered into a convertible security and share purchase agreement (**Purchase Agreement**) with Mercer Street Global Opportunity Fund, LLC (**Mercer**) whereby Mercer will provide the Company with a funding package of up to \$20 million comprised of shares, options, convertible notes and a put option in favour of the Company to fund the Company's TAVR research and development and general working capital expenses. On 12 April 2021, the Company announced:

- the closing of the issue of 1,080,000 convertible notes and 350,000 options to Mercer as approved by Shareholders at the Company's extraordinary general meeting held on 19 March 2021; and
- a further \$3,050,000 capital raising by way of:
 - an issue of 2,700,000 convertible notes (**Third Tranche Convertible Notes**) to Mercer each with a face value of \$1.00 at a subscription price of \$0.925926 per convertible note to raise \$2,500,000 (before expenses); and
 - a placement of 55,838 Shares to Mercer at an issue price of \$9.85 per Share (**First Subsequent Investment Shares**) to raise a gross total of \$550,000.

The Third Tranche Convertible Notes were issued using the Company's placement capacity under Listing Rule 7.1. The First Subsequent Investment Shares were issued using the Company's placement capacity under Listing Rule 7.1A and were a draw down on the put option under the Purchase Agreement. Resolutions 5(a) and 5(b) seek approval for the issue of the Third Tranche Convertible Notes and First Subsequent Investment 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.

Under Listing Rule 7.1A, 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" means an entity which is not included in the S&P/ASX 300 index and which has a market capitalisation of \$300 million or less. At the time the First Subsequent Investment Shares were issued the Company was an eligible entity for these purposes and obtained Shareholder approval pursuant to Listing Rule 7.1A on 15 May 2020.

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 did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1. An issue made in accordance with Listing Rule 7.1A can also be subsequently approved under Listing Rule 7.4, and if it is approved, the issue will not count towards the 10% placement capacity in Listing Rule 7.1A.

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

A summary of the terms of the Third Tranche Convertible Notes are set out in Table 1 below. Notably, the conversion price for the Third Tranche Convertible Notes is 90% of the volume weighted average price of the Shares for the five trading days on which the Shares traded in the ordinary course of business on the ASX ending on the date immediately prior to the relevant conversion notice is given by Mercer, subject to the conversion price being not less than \$4.00 (**Floor Price**). For the purposes of Listing Rule 7.1, the number of Shares into which the Third Tranche Convertible Notes convert is calculated using the Floor Price. Therefore, the issue of the Third Tranche Convertible Notes is deemed to utilise 675,000 Shares worth of placement capacity for the purposes of Listing Rule 7.1.

If Resolutions 5(a) or 5(b) are 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(a) is approved, the Third Tranche Convertible Notes (utilising 675,000 Shares worth of placement capacity for the purposes of 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; and
- if Resolution 5(b) is approved, the 55,838 Shares issued using the Company's placement capacity under Listing Rule 7.1A will be excluded in calculating the Company's additional 10% placement capacity under Listing Rule 7.1A, and (provided Resolution 3 is also approved) this will effectively increase the number of securities the Company can issue without Shareholder approval under Listing Rule 7.1A until the earlier of:
 - 15 July 2022 (being the date that is 12 months from the date of this Meeting where Shareholders approved the Company's additional 10% placement capacity pursuant to Listing Rule 7.1A);
 - the time and date of the Company's next Annual General Meeting; and
 - the time and date of Shareholder approval for a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

However:

- if Resolution 5(a) is not approved, the Third Tranche Convertible Notes (utilising 675,000 Shares worth of placement capacity for the purposes of 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; and
- if Resolution 5(b) is not approved, the 55,838 Shares issued using the Company's placement capacity under Listing Rule 7.1A will be included in calculating the Company's additional 10% placement capacity under Listing Rule 7.1A, and (provided Resolution 3 is also approved) this will effectively decrease the number of securities it can issue without Shareholder approval under Listing Rule 7.1A until the earlier of:

- 15 July 2022 (being the date that is 12 months from the date of this Meeting where Shareholders approved the Company's additional 10% placement capacity pursuant to Listing Rule 7.1A);
- the time and date of the Company's next annual general meeting; and
- the time and date of Shareholder approval for a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

The Company has been considering capital raising options, and regardless of whether Resolutions 5(a) and (b) are approved, may issue further securities following the Meeting to the extent it has placement capacity under Listing Rule 7.1 or under Listing Rule 7.1A (assuming Resolution 3 is approved).

Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to Resolutions 5(a) and 5(b):

Persons to whom securities were issued	Mercer Street Global Opportunity Fund, LLC
Number and class of securities issued	Third Tranche Convertible Notes: 2,700,000 (utilising 675,000 Shares worth of Placement Capacity for the purposes of Listing Rule 7.1) First Subsequent Investment Shares: 55,838
Date of issue	12 April 2021
Issue price	Third Tranche Convertible Notes: \$0.925926 per Convertible Note First Subsequent Investment Shares: \$9.85 per Share
Purpose of issue	To fund the Company's TAVR research and development and general working capital expenses.
Terms of the Third Tranche Convertible Notes	A summary of the key terms of the Third Tranche Convertible Notes are set out below in Table 1.
Summary of the material terms of the Purchase Agreement	The Third Tranche Convertible Notes and First Subsequent Investment Shares were issued under the Purchase Agreement. A summary of the key terms of the Purchase Agreement are set out in Table 2.
Voting exclusion statement	Voting exclusion statements are included with Resolutions 5(a) and 5(b).

Table 1: Terms of the Third Tranche Convertible Notes

The key terms and conditions of the Third Tranche Convertible Notes are set out below.

Term	Description
Face Value	\$1 per Convertible Note
Subscription Price	\$0.925926 per Convertible Note, which equates to \$2,500,000 paid by Mercer for the Third Tranche Convertible Notes with a face value of \$2,700,000.
Maturity Date	16 months from the date of issue of the Convertible Notes (Maturity Date).
Interest Rate	No interest is payable on unconverted drawn funds. Upon an event of default occurring, the Company must pay interest at a rate of 10% per annum on the amount of the face value of all Convertible Notes issued which have not been converted or repaid.
Conversion of Convertible Notes	Mercer may (at its absolute discretion) convert the Convertible Notes (in a minimum parcel with a face value of at least \$25,000) at any time prior to the Maturity Date, by giving the Company a conversion notice. The conversion will occur within 5 business days of receipt of the notice. The number of Shares to which Mercer is entitled upon conversion of the relevant Convertible Notes is determined by the following formula: Number of Shares = repayment amount / conversion price. The applicable conversion price is set out below. Upon conversion of a Convertible Note, the Convertible Note is cancelled and may not be reissued and the face value of the Convertible Note which has been converted will be deemed satisfied.
Conversion by the Company	The Company has no right to require Mercer to convert any Convertible Notes at any time.

Conversion Price	The conversion price for Third Tranche Convertible Notes is 90% of the volume weighted average price of the Shares for the five trading days on which the Shares traded in the ordinary course of business on the ASX ending on the date immediately prior to the relevant conversion notice, subject to the conversion price being not less than \$4.00 (Floor Price).
Repayment	<p>If Mercer has not notified the Company in writing by the day that is 10 business days prior to the relevant Maturity Date that it will be converting the relevant Convertible Notes (in whole or in part), the Company must repay the face value of the Convertible Notes (and any accrued but unpaid interest) within 55 business days of the Maturity Date.</p> <p>If an event of default is subsisting after the Company has received 10 business days' notice from Mercer, the Company must repay the face value of the outstanding Convertible Notes (together with any accrued by unpaid interest) within 10 business days of such notice.</p> <p>If a 'Change of Control Event' or a 'Delisting Event' (defined below) occurs, Mercer may require repayment by the Company of some or all of the Convertible Notes. Mercer may not require repayment where a Delisting Event occurs and Shares (or shares of a holding company that acquires the Company) are quoted on another stock exchange (of a size at least equivalent to the ASX) no more than two business days after the shares are no longer quoted by ASX (Relisting Event). If a Relisting Event occurs, Mercer and the Company agree to amend the Purchase Agreement to ensure the Purchase Agreement operates in a manner consistent with that contemplated prior to the Relisting Event.</p> <p>Mercer may also require repayment of the face value of the outstanding Convertible Notes within 65 business days after Mercer issues a notice that there has been an adverse change of law affecting Mercer.</p> <p>A 'Change of Control Event' means each of:</p> <ul style="list-style-type: none"> • a takeover bid being made to acquire all of the Shares and: <ul style="list-style-type: none"> ○ the offer under the takeover bid is, or becomes, unconditional; and ○ either: <ul style="list-style-type: none"> ▪ the bidder has acquired at any time during the offer period (or after the close of the offer period) a relevant interest in more than 50 per cent of the Shares on issue; or ▪ the directors of the Company recommend acceptance of the offer under the takeover bid; • a court approves a proposed scheme of arrangement which, when implemented, will result in a person having a relevant interest in 100 per cent of the Shares on issue in the Company (where the requisite shareholder approval has also been obtained). <p>A 'Delisting Event' means where:</p> <ul style="list-style-type: none"> • the Shares are no longer quoted on ASX; or • the Shares are suspended from trading on ASX for a period of 20 consecutive business days, <p>in any case, other than as a result (directly or indirectly) of a Change of Control Event.</p>
Ranking on Conversion	Shares issued on conversion of the Convertible Notes will rank equally with existing Shares on issue.
Security Documents	Repayment of the face value of the Convertible Notes, and all obligations under the Purchase Agreement, are secured by a general security granted by the Company in favour of Mercer, which ranks behind existing security granted by the Company to Mitchell Asset Management Pty Ltd and Sio Partners, LP.
Reconstruction of capital	In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, the terms of the Convertible Notes (including the Floor Price) will be reconstructed to the extent necessary to comply with the Listing Rules.
Participation Rights	<p>The Convertible Notes will not carry any entitlement to participate in future issues of securities by the Company prior to any conversion of the Convertible Notes into Shares.</p> <p>The Company is restricted from undertaking certain forms of capital raisings without the consent of Mercer, which consent must not be unreasonably withheld where Mercer has been given a first right to participate in such raising and certain restrictions otherwise apply to the terms of such raising.</p>
No Voting Rights	Except as required by the Corporations Act, the Convertible Notes will not carry a right to vote at general meetings of the Company prior to any conversion of the Convertible Notes into Shares.

Table 2: Summary of other material terms of the Purchase Agreement

A summary of the other material terms of the Purchase Agreement is set out below.

Term	Description
Put Option Facility	<p>Between 20 May 2021 and 6 January 2023, Anteris may, subject to certain conditions, request further funding from Mercer of up to \$16,500,000 (less taxes and transaction costs) (Subsequent Investment Amount) under the Put Option Facility. The First Subsequent Investment Shares were issued under the Put Option Facility, and accordingly the amount of the Subsequent Investment Amount available is now \$15,950,000.</p> <p>In consideration for each tranche of the Subsequent Investment Amount advanced to the Company, the Company will issue to Mercer the number of Shares calculated below (Subsequent Investment Shares) with a deemed issue price equal to 90% of the average of the daily volume weighted average price for the five trading days on which Shares traded in the ordinary course of business of business on ASX ending on the date immediately prior to the date on which Anteris calls on the Subsequent Investment Amount. The number of Subsequent Investment Shares issued to Mercer must be no greater than 10 times the average daily number of Shares traded on ASX during the 10 trading days prior to the date on which Anteris calls on the Subsequent Investment Amount.</p> <p>Mercer's obligation to provide the Subsequent Investment Amount is conditional upon:</p> <ul style="list-style-type: none"> all of the relevant 'Closing Conditions' (detailed below) being satisfied or waived; the Second Tranche Convertible Notes and Second Options being issued to Mercer, which occurred on 12 April 2021; and the Company paying a fee equal to 1.5% of the relevant Subsequent Investment Amount to Mercer, which may be satisfied (at Mercer's election) in either cash or, subject to obtaining Shareholder approval, Shares (Subsequent Investment Fee). If Mercer elects to receive the Subsequent Investment Fee by an issue of Shares, Anteris must use reasonable endeavours to obtain Shareholder approval to issue Shares at the first general meeting of the Company held after Mercer gives notice to the Company. If Shareholder approval is not obtained, Anteris must pay the Subsequent Investment Fee in cash. <p>The Company may make multiple drawdowns under the Put Option Facility, provided that the aggregate Subsequent Investment Amount paid to the Company under the notices is not greater than \$16,500,000.</p> <p>The Company is under no obligation to provide any requests for the Subsequent Investment Amount (or part thereof).</p>
Rights of Mercer upon an event of default	<p>While an event of default is subsisting, Mercer may in its sole discretion:</p> <ul style="list-style-type: none"> declare all outstanding obligations by the Company under the Purchase Agreement to be immediately due and payable; or terminate the Purchase Agreement, in which case any amounts payable under the Purchase Agreement to Mercer, become immediately payable (including the face value of any Convertible Notes which have not already been satisfied).
Events of default	<p>The Purchase Agreement contains various events which constitute events of default which are standard for agreements of this nature.</p>
Termination	<p>The Purchase Agreement commences on 6 January 2021 and ends on the business day after the later of repayment or conversion of the face value of all outstanding Convertible Notes and any interest due and payable is made and 6 January 2023, unless otherwise agreed or terminated prior to this date.</p> <p>Mercer may terminate the Purchase Agreement if an event of default occurs.</p>
Closing Conditions	<p>The issue of securities under the Purchase Agreement is subject to a number of closing conditions, including:</p> <ul style="list-style-type: none"> other than in respect of the first closing, for an issue of Shares to Mercer, Mercer's shareholding does not exceed 4.99% unless Mercer gives its written consent and in that case not exceeding 9.99%; the Company otherwise being permitted to issue the relevant securities under the ASX Listing Rules; the Company being able to issue a cleansing statement for the securities or issue a prospectus so the securities are freely tradable on issuance; and

Term	Description
	<ul style="list-style-type: none"> other customary conditions such as representations and warranties being true and correct, all authorisations and consents being obtained, delivery of documents and no default by the Company. <p>The issue of Subsequent Investment Shares and the conversion of Convertible Notes by Mercer are subject to a number of other conditions, including:</p> <ul style="list-style-type: none"> no Change of Control Event or Delisting Event has occurred; there is no suspension of trading in securities generally in Australia or the United States of America; and there is no event or condition that has had, or may have, a material adverse effect on the Company.
Other terms	The Purchase Agreement otherwise contains representations, warranties and indemnities standard for an agreement of this nature.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 5(a) and 5(b).

9. Resolution 6(a) – Ratification and approval of prior issue of shares to certain institutional investors on 31 May 2021 under Listing Rule 7.1

As announced to ASX on 24 May 2021, the Company has completed a placement of 310,386 Shares to certain institutional investors raising \$2.3M (**Placement**). The Shares under the Placement were issued using the Company's placement capacity under Listing Rule 7.1.

Resolution 6(a) seeks approval for the Share Placement 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 did not breach Listing Rule 7.1) those securities will be deemed to have been made 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 6(a) 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 the resolution. In particular if Resolution 6(a) is approved, the 310,386 Shares issued using the Company's placement capacity 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 6(a) is not approved, the 310,386 Shares issued using the Company's placement capacity 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.

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	<p>Certain institutional investors identified by the Company and its brokers through a bookbuild process.</p> <p>The Company does not consider that the identity of the institutional investors who participated in the Placement is likely to be material to a decision by Shareholders whether or not to approve Resolution 6(a)</p> <p>For the purposes of ASX Guidance Note 21 paragraph 7.2, Anteris confirms that no investor in the Placement that was issued more than 1% of Anteris' current issued capital (as at the date of this Notice) was any of the following:</p> <ul style="list-style-type: none"> a related party of Anteris; a member of Key Management Personnel; a substantial holder in Anteris; an adviser to Anteris; or an associate of any of the above.
Number and class of securities issued	310,386 ordinary fully paid shares
Date of issue	31 May 2021

Issue price	\$7.50 per Share
Purpose of issue	Working capital purposes
Summary of the material terms of the agreement upon which the securities were issued	<p>Some institutional investors who participated in the Placement were issued the Shares under a placement letter between Anteris and the relevant institutional investor (Placement Letter).</p> <p>Under the Placement Letter, the relevant institutional investors agreed to advance funds to the Company in exchange for which the Company agreed to issue shares to the investor.</p> <p>Under the Placement Letter, the Company also agreed to issue to each institutional investor who participated in the Placement one free Attaching Option for every two new Shares issued (subject to Shareholder approval sought by Resolution 6(b)). The Attaching Options are unlisted and have a term of two years, and an exercise price of \$11.50. If Shareholder approval to issue the Attaching Options is not granted, the Company has agreed to pay a cash payment equal to \$1.25 per Attaching Option to the relevant investor.</p> <p>The Placement Letter otherwise contains representations and warranties standard for an agreement of this nature.</p> <p>The remaining institutional investors who participated in the Placement agreed to participate in the Placement through confirmations sent to the Company's broker, Evolution Capital Advisors Pty Ltd. The terms on which Anteris agreed to issue the Shares and Attaching Options to those institutional investors was the same as those investors who did enter into a Placement Letter with Anteris.</p>
Voting exclusion statement	A voting exclusion statements is included with Resolution 6(a).

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6(a).

10. Resolution 6(b) – Approval of future issue of Attaching Options to certain institutional investors

As announced to ASX on 24 May 2021, under the terms of the Placement Letter the Company has agreed to issue to each institutional investor who participated in the Placement one free attaching Option for every two Shares issued under the Placement, subject to Shareholder approval (**Attaching Options**).

Resolution 6(b) seeks Shareholder approval to issue the Attaching Options for the purposes of Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above under Resolution 6(a).

The effect of Resolution 6(b) will be to allow the Company to issue the Attaching Options during the period of 3 months after the date of the Meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

A summary of the terms of the Attaching Options are set out in Schedule 2.

If Resolution 6(b) is approved, the Company will issue the Attaching Options in accordance with the Placement Letter and the issue of the Attaching Options will be excluded in calculating the Company's 15% placement capacity 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.

If Resolution 6(b) is not approved, the Company will not issue the Attaching Options. Under the Placement Letter, if the Company is unable to issue the Attaching Options the Company must pay a cash fee of \$1.25 per Attaching Option to each institutional investor, which would result in a total cash payment of \$194,000.

Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following particulars:

Persons to whom securities will be issued	<p>Certain institutional investors identified by the Company and its brokers through a bookbuild process.</p> <p>The Company does not consider that the identity of the institutional investors who participated in the Placement is likely to be material to a decision by Shareholders whether or not to approve Resolution 6(a)</p> <p>For the purposes of ASX Guidance Note 21 paragraph 7.2, Anteris confirms that no investor in the Placement that was issued more than 1% of Anteris' current issued capital (as at the date of this Notice) was any of the following:</p> <ul style="list-style-type: none"> • a related party of Anteris; • a member of Key Management Personnel; • a substantial holder in Anteris;
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	<ul style="list-style-type: none"> an adviser to Anteris; or an associate of any of the above.
Number and class of securities to be issued	155,199 Options
Date of issue	Subject to all other conditions to the issue being satisfied or waived, the Company will issue the Attaching Options within 5 business days of the date of the Meeting
Issue price	Nil cash consideration
Purpose of issue	Free attaching options issued as part of the Placement
Terms of the Attaching Options	A summary of the key terms of the Attaching Options are set out in Schedule 2.
Summary of the material terms of the Placement Letter	<p>For those institutional investors who entered a Placement Letter with Anteris, the Attaching Options will be issued under the Placement Letter. A summary of the material terms of the Placement Letter is set out in Resolution 6(a).</p> <p>The remaining institutional investors who participated in the Placement agreed to participate in the Placement through confirmations sent to the Company's broker, Evolution Capital Advisors Pty Ltd. The terms on which Anteris agreed to issue the Shares and Attaching Options to those institutional investors was the same as those investors who did enter into a Placement Letter with Anteris.</p>
Voting exclusion statement	A voting exclusion statement is included with Resolution 6(b).

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6(b).

11. Resolution 6(c) – Approval of future issue of Lead Manager Options to Evolution Capital Advisors Pty Ltd

The Company entered into a mandate letter with Evolution Capital Advisors Pty Ltd (**Evolution**) pursuant to which the Company appointed Evolution as lead manager for the Placement (**Mandate Letter**). Under the Mandate Letter, the Company has agreed to issue 50,000 Options to Evolution, subject to Shareholder approval (**Lead Manager Options**).

Resolution 6(c) seeks Shareholder approval to issue the Lead Manager Options for the purposes of Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above under Resolution 6(a).

The effect of Resolution 6(c) will be to allow the Company to issue the Lead Manager Options during the period of 3 months after the date of the Meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

A summary of the terms of the Lead Manager Options are set out in Schedule 2.

If Resolution 6(c) is approved, the Company will issue the Lead Manager Options in accordance with the Mandate Letter and the issue of the Lead Manager Options will be excluded in calculating the Company's 15% placement capacity 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.

If Resolution 6(c) is not approved, the Company will not issue the Lead Manager Options. Under the Mandate Letter, if the Company is unable to issue the Lead Manager Options the Company must pay a cash fee of \$1.25 per Option to Evolution, which would result in a total cash payment to Evolution of \$62,500.

Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following particulars:

Persons to whom securities will be issued	Evolution Capital Advisors Pty Ltd
Number and class of securities to be issued	50,000 Options
Date of issue	Subject to all other conditions to the issue being satisfied or waived, the Company will issue the Lead Manager Options within 5 business days of the date of the Meeting
Issue price	Nil cash consideration
Purpose of issue	Part consideration for lead manager services provided under the Mandate Letter in respect of the Placement

Terms of the Lead Manager Options	A summary of the key terms of the Lead Manager Options are set out in Schedule 2.
Summary of the material terms of the Mandate Letter	<p>The Company and Evolution entered into the Mandate Letter pursuant to which Evolution agreed to act as lead manager for the Placement. The Lead Manager Options will be issued under the Mandate Letter.</p> <p><i>Fees</i></p> <p>The Company has agreed to pay Evolution a fee of \$81,739 (plus GST).</p> <p>The Company is also obliged to pay any reasonable out of pocket expenses of Evolution incurred and associated with the Placement.</p> <p>The Company has also agreed to issue the Lead Manager Options to Evolution, subject to Shareholder approval sought by Resolution 6(c). In the event that Shareholder approval to issue the Lead Manager Options is not obtained, the Company must pay \$62,500 to Evolution.</p> <p><i>Other terms and conditions</i></p> <p>The Mandate Letter otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).</p>
Voting exclusion statement	A voting exclusion statement is included with Resolution 6(c).

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6(c).

Schedule 1 – Definitions

In this Notice, including this Explanatory Memorandum:

Annual Report	means the Directors' Report, the Financial Report and the Auditors' Report in respect of the financial year ended 31 December 2020, as lodged with ASX on or about the date of this Notice.
ASX	means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Attaching Options	means the 155,199 Options proposed to be issued to institutional investors who participated in the Placement, for which Shareholder approval is sought under Resolution 6(b).
Auditor's Report	means the auditor's report on the Financial Report
Board	means the board of Directors from time to time.
Chairman	means the person appointed to chair the Meeting, or any part of the Meeting, convened by this Notice.
Closely Related Party	has the meaning given in section 9 of the Corporations Act.
Conversion Price	means in respect of the Convertible Notes, 90% of the average of the daily volume weighted average price of the Shares for the 5 trading days on which Shares traded in the ordinary course of business on the ASX ending on the date immediately prior to the relevant conversion notice, subject to the Conversion Price being not less than the Floor Price.
Convertible Notes	means a note issued by the Company that is convertible into Shares.
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.
Evolution	means Evolution Capital Advisors Pty Ltd.
Financial Report	means the annual financial report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.
First Subsequent Investment Shares	means the 55,838 Shares issued by the Company to Mercer on 12 April 2021.
Floor Price	means \$4.00, being the minimum Conversion Price at which the Third Tranche Convertible Notes may convert into Shares, subject to adjustment in accordance with the Purchase Agreement.
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.
Lead Manager Options	means the 50,000 options proposed to be issued to Evolution, for which Shareholder approval is sought under Resolution 6(c).
Listing Rules	means the listing rules of ASX.
Mercer	means Mercer Street Global Opportunity Fund, LLC.
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.
Purchase Agreement	means the Convertible Security and Share Purchase Agreement between the Company and Mercer dated 6 January 2021, as amended.

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.
Third Tranche Convertible Notes	means the 2,700,000 convertible notes issued by the Company to Mercer on 12 April 2021.
Trading Day	has the meaning given in the Listing Rules.
Volume Weighted Average Price	has the meaning given in the Listing Rules.

Schedule 2 – Terms of Attaching Options and Lead Manager Options

1. **Right to Shares:** Each Option gives the option holder (**Holder**) the right to be issued or transferred one fully paid, ordinary share (**Share**) in Anteris Technologies Ltd (**Company**), in accordance with these terms of issue.
2. **Exercise Price:** The exercise price payable upon exercise of each Option will be equal to \$11.50 (**Exercise Price**).
3. **Expiry Date:** Each Option automatically lapses at 5pm Brisbane time on the date that is two years after the date of grant of the Options (**Expiry Date**).
4. **Exercise Period:** Each Option that has vested may be exercised at any time during the period commencing on the issue date of the Option and ending on the Expiry Date (**Exercise Period**).
5. **Method of Exercise:** Options may be exercised by:
 - a. lodging with the Company during the Exercise Period a duly signed written notice of exercise, in the format specified by the Company from time to time, specifying the number of Options which are being exercised (**Exercise Notice**); and
 - b. payment of the Exercise Price by way of a cheque for the aggregate Exercise Price for the Options being exercised (or a telegraphic transfer of cleared funds or a direct credit of cleared funds to the Company or any other method of providing the Exercise Price that is acceptable to the Company).

An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price for the Options being exercised in cleared funds.
6. **Shares on exercise:** Within 5 business days after receipt of a valid Exercise Notice accompanied by full payment of the Exercise Price, the Company will:
 - a. issue to or transfer to the holder the number of Shares specified or taken to be specified in the Exercise Notice;
 - b. cancel the certificate for the Options being exercised and update the option register accordingly; and
 - c. if applicable, issue a new option certificate for any unexercised Options.
7. **Ranking:** Except in relation to any restrictions on disposal of the Shares by law or by agreement with the Company, all Shares issued or transferred upon the exercise of Options will rank *pari passu* in all respects with other Shares of the Company from the date of issue or transfer to the Holder, other than in respect of rights attaching to Shares by reference to a record date prior to the date of their issue or transfer to the Holder.
8. **Transfer of Options:** The Options may not be transferred at any time without the prior written consent of the Company. No transfer is effective until the Company processes the transfer, updates the options register and issues a new option certificate or confirmation to the new registered holder.
9. **No Rights to Participate in New Issues:** The Holder has no right or entitlement, without exercising the Option, to participate in new issues of shares offered to the Company's shareholders during the Exercise Period, whether by way of rights issue, bonus issue (except as contemplated below) or other pro-rata offer of shares to shareholders. However, the Company will ensure that for the purposes of determining entitlements to any such offer or issue, the record date will be a date at least 5 Business Days after the offer or issue is announced by the Company.
10. **Impact of Bonus Issue:** If the Company makes a "bonus issue" (as defined in the ASX Listing Rules) before the Expiry Date then upon exercise of an Option the Holder is entitled to have issued to it additional shares, in accordance with the requirements of ASX Listing Rule 6.22.3 (or its replacement or successor).
11. **No Rights to Participate in Dividends:** The Holder has no right or entitlement to participate in any dividends of the Company until the Share is issued or transferred to the Holder on exercise of the Option and then only in respect of rights attaching to Shares by reference to a record date on or after the date of their issue or transfer to the Holder.
12. **Capital reconstruction:** If there is a reorganisation of the issued capital of the Company before the Expiry Date then the number of Options to which a Holder is entitled, or the Exercise Price (or both) will be reconstructed (as appropriate) in accordance with ASX Listing Rule 7.22 (or its replacement or successor). The rights of the Holder under the terms of issue may be amended to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
13. **No other rights:** The Holder has no rights or entitlements in addition to those set out above to a change in the Exercise Price, or a change to the number of Shares over which the Option can be exercised. Other than as set out in these terms of issue, the Option terms may only be amended by the Company with the consent of the Holder and subject to applicable law, including the ASX Listing Rules.
14. **Quotation:** The Options are unlisted and quotation of the Options will not be sought. If the Shares resulting from the exercise of the Options are issued and not transferred, the Company will immediately apply for quotation of the Shares on the ASX.



ABN 35 088 221 078

AVR

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

Need assistance?



Phone:

1300 552 270 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AEST) on Tuesday, 13 July 2021.**

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 under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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



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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

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



the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Anteris Technologies Ltd which you are able to attend virtually at <https://web.lumiagm.com/349375585> on Thursday, 15 July 2021 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Dr Wenyi Gu as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5a	Ratification and approval of prior issue of Third Tranche Convertible Notes to Mercer Street Global Opportunity Fund, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5b	Ratification and approval of prior issue of First Subsequent Investment Shares to Mercer Street Global Opportunity Fund, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6a	Ratification and approval of prior issue of shares to certain institutional investors on 31 May 2021 under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6b	Approval of future issue of Attaching Options to certain institutional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6c	Approval of future issue of Lead Manager Options to Evolution Capital Advisors Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Step 3

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

Individual or Securityholder 1

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

AVR

2 7 7 2 1 7 A



Computershare





ABN 35 088 221 078

AVR

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEST)**
Tuesday 13 July 2021.

Anteris Technologies Ltd Annual General Meeting

Details of where you can access the Notice of Annual General Meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Anteris Technologies Ltd will be a hybrid meeting, which will be conducted online on, Thursday 15 July 2021 at 10:00 am (AEST). Anteris Technologies Ltd will physically hold a meeting at its registered office at Toowong Tower, Suite 302, Level 3, 9 Sherwood Road, Toowong QLD. Shareholders will not be permitted to physically attend the meeting however may participate virtually.

Attending the meeting:

Online

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

To participate online you will need to visit web.lumiagm.com/349375585 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at www.edocumentview.com.au/AVR2021

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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



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

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://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID 349-355

Meeting ID as provided in the Notice of Meeting.

Australian residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

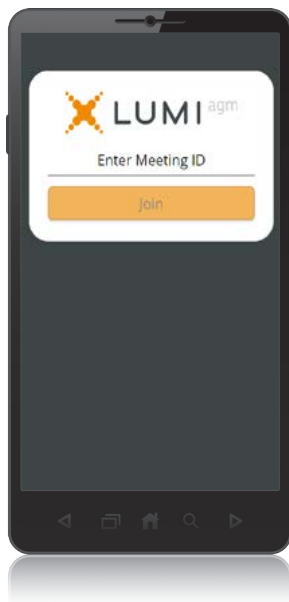
A full list of country codes is provided at the end of this guide.

Appointed Proxies

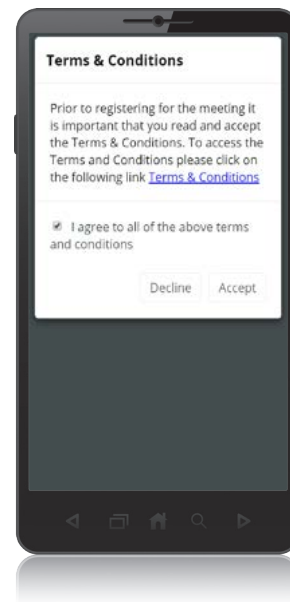
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

- 3 To register as a securityholder**, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 5 To register as a guest**, select 'Guest' and enter your name and email address.



- 6** Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.

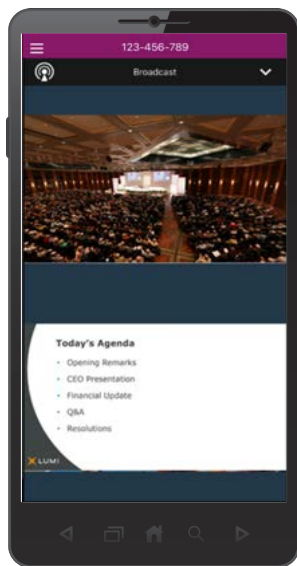



Questions icon, used to ask questions.

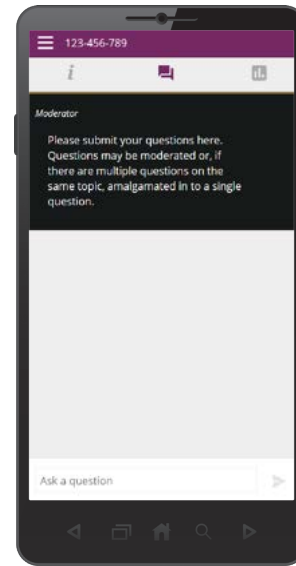



The broadcast bar allows you to view and listen to the proceedings.

- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.

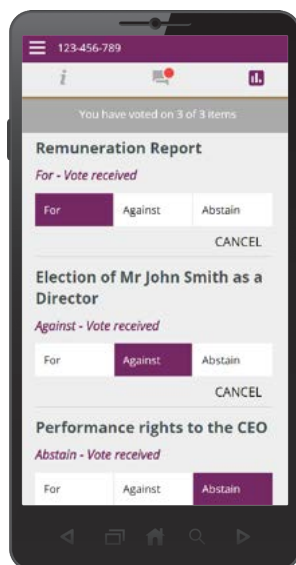


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
 - > To vote, tap one of the voting options. Your response will be highlighted
 - > To change your vote, simply press a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

For Assistance

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

COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	REPUBLIC OF	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	KNA ST KITTS AND NEVIS	PRT PORTUGAL	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PRY PARAGUAY	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PSE PALESTINIAN TERRITORY	DEMOCRATIC REP OF
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	OCCUPIED	TMP EAST TIMOR
AND ANDORRA	ECU ECUADOR	LBN LEBANON	PYF FRENCH POLYNESIA	TON TONGA
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	QAT QATARPL NEPAL	TTO TRINIDAD & TOBAGO
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB	NRU NAURU	TKM TURKMENISTAN
ARG ARGENTINA	ESH WESTERN SAHARA	JAMAHIRIYA	NZL NEW ZEALAND	TLS EAST TIMOR
ARM ARMENIA	ESP SPAIN	LCA ST LUCIA	OMN OMAN	DEMOCRATIC REP OF
ASM AMERICAN SAMOA	EST ESTONIA	LIE LIECHTENSTEIN	PAK PAKISTAN	TMP EAST TIMOR
ATA ANTARCTICA	ETH ETHIOPIA	LKA SRI LANKA	PAN PANAMA	TON TONGA
ATF FRENCH SOUTHERN	FIN FINLAND	LSO LESOTHO	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
TERRITORIES	FJI FIJI	LTU LITHUANIA	PER PERU	TZA TANZANIA UNITED
ATG ANTIGUA AND BARBUDA	FLK FALKLAND ISLANDS	LUX LUXEMBOURG	PHL PHILIPPINES	REPUBLIC OF
AUS AUSTRALIA	(MALVINAS)	LVA LATVIA	PLW PALAU	UGA UGANDA
AUT AUSTRIA	FRA FRANCE	MAC MACAO	PNG PAPUA NEW GUINEA	UKR UKRAINE
AZE AZERBAIJAN	FRO FAROE ISLANDS	MAF ST MARTIN	POL POLAND	UMI UNITED STATES MINOR
BDI BURUNDI	FSM MICRONESIA	MAR MOROCCO	PRI PUERTO RICO	OUTLYING
BEL BELGIUM	GAB GABON	MCO MONACO	PRK KOREA DEM PEOPLES	URY URUGUAY
BEN BENIN	GBR UNITED KINGDOM	MDA MOLDOVA REPUBLIC OF	REPUBLIC OF	USA UNITED STATES OF
BFA BURKINA FASO	GEO GEORGIA	MDG MADAGASCAR	PRT PORTUGAL	AMERICA
BGD BANGLADESH	GGY GUERNSEY	MDV MALDIVES	PRY PARAGUAY	UZB UZBEKISTAN
BGR BULGARIA	GHA GHANA	MEX MEXICO	PSE PALESTINIAN TERRITORY	VAT HOLY SEE (VATICAN CITY
BHR BHRAIN	GIB GIBRALTAR	MHL MARSHALL ISLANDS	OCCUPIED	STATE)
BHS BAHAMAS	GIN GUINEA	MKD MACEDONIA FORMER	PYF FRENCH POLYNESIA	VCT ST VINCENT & THE
BIH BOSNIA & HERZEGOVINA	GLP GUADELOUPE	YUGOSLAV REP	QAT QATAR	GRENADINES
BLM ST BARTHELEMY	GMB GAMBIA	MLI MALI	REU REUNION	VEN VENEZUELA
BLR BELARUS	GNB GUINEA-BISSAU	MLT MALTA	ROU ROMANIA	VGB BRITISH VIRGIN ISLANDS
BLZ BELIZE	GNQ EQUATORIAL GUINEA	MMR MYANMAR	RUS RUSSIAN FEDERATION	VIR US VIRGIN ISLANDS
BMU BERMUDA	GRC GREECE	MNE MONTENEGRO	RWA RWANDA	VNM VIETNAM
BOL BOLIVIA	GRD GRENADA	MNG MONGOLIA	SAU SAUDI ARABIA KINGDOM	VUT VANUATU
BRA BRAZIL	GRL GREENLAND	MNP NORTHERN MARIANA	OF	WLF WALLIS AND FUTUNA
BRB BARBADOS	GTM GUATEMALA	ISLANDS	SCG SERBIA AND	WSM SAMOA
BRN BRUNEI DARUSSALAM	GUF FRENCH GUIANA	MOZ MOZAMBIQUE	MONTENEGRO	YEM YEMEN
BTN BHUTAN	GUM GUAM	MRT MAURITANIA	SDN SUDAN	YMD YEMEN
BUR BURMA	GUY GUYANA	MSR MONTSEERRAT	SEN SENEGAL	DEMOCRATIC
BVT BOUVET ISLAND	HKG HONG KONG	MTQ MARTINIQUE	SGP SINGAPORE	YUG YUGOSLAVIA SOCIALIST
BWA BOTSWANA	HMD HEARD AND MCDONALD	MUS MAURITIUS	SGS STH GEORGIA & STH	FED REP
BLR BELARUS	ISLANDS	MWI MALAWI	SANDWICH ISL	ZAF SOUTH AFRICA
CAF CENTRAL AFRICAN	HND HONDURAS	MYS MALAYSIA	SHN ST HELENA	ZAR ZAIRE
REPUBLIC	HRV CROATIA	MYT MAYOTTE	SJM SVALBARD & JAN MAYEN	ZMB ZAMBIA
CAN CANADA	HTI HAITI	NAM NAMIBIA	SLB SOLOMON ISLANDS	ZWE ZIMBABWE
CCK COCOS (KEELING)	HUN HUNGARY	NCL NEW CALEDONIA	SLE SIERRA LEONE	
ISLANDS	IDN INDONESIA	NER NIGER	SLV EL SALVADOR	
CHE SWITZERLAND	IMN ISLE OF MAN	NFK NORFOLK ISLAND	SMR SAN MARINO	
CHL CHILE	IND INDIA	NGA NIGERIA	SOM SOMALIA	
CHN CHINA	IOT BRITISH INDIAN OCEAN	NIC NICARAGUA	SPM ST PIERRE AND	
CIV COTE D'IVOIRE	TERRITORY	NIU NIUE	MIQUELON	
CMR CAMEROON	IRL IRELAND	NLD NETHERLANDS	SRB SERBIA	
COD CONGO DEMOCRATIC	IRN IRAN ISLAMIC	NOR NORWAY	STP SAO TOME AND	
REPUBLIC OF	REPUBLIC OF	PL NEPAL	PRINCIPE	
COG CONGO PEOPLES	IRQ IRAQ	NRU NAURU	SUR SURINAME	
REPUBLIC OF	ISL ICELAND	NZL NEW ZEALAND	SVK SLOVAKIA	
COK COOK ISLANDS COL	ISM BRITISH ISLES	OMN OMAN	SVN SLOVENIA	
COLOMBIA	ISR ISRAEL	PAK PAKISTAN	SWE SWEDEN	
COM COMOROS	ITA ITALY	PAN PANAMA	SWZ SWAZILAND	
CPV CAPE VERDE	JAM JAMAICA	PCN PITCAIRN ISLANDS	SYC SEYCHELLES	
CRI COSTA RICA	JEY JERSEY	PER PERU	SYR SYRIAN ARAB REPUBLIC	
CUB CUBA	JOR JORDAN	PHL PHILIPPINES	TCA TURKS AND CAICOS	
CXR CHRISTMAS ISLAND	JPN JAPAN	PLW PALAU	ISLANDS	
CYM CAYMAN ISLANDS	KAZ KAZAKHSTAN	PNG PAPUA NEW GUINEA	TCO CHAD	
CYP CYPRUS	KEN KENYA	POL POLAND	TGO TOGO	
CZE CZECH REPUBLIC	KGZ KYRGYZSTAN	PRI PUERTO RICO	THA THAILAND	