

ASX ANNOUNCEMENT

24 August 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of Anteris Technologies Ltd will be held at 10:00 a.m. AEST on Thursday 23 September 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.

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ANTERIS TECHNOLOGIES LTD

ACN 088 221 078

**NOTICE OF EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS**

AND

EXPLANATORY MEMORANDUM

**TO BE HELD AT 10:00 AM AEST ON
THURSDAY 23 SEPTEMBER 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 adviser prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 (0)7 3152 3200.

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting of Anteris Technologies Ltd ACN 088 221 078 (the **Company**) will be held on Thursday 23 September 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 21 September 2021 at 10:00 AM (AEST).

AGENDA

1. Resolution 1(a) – Ratification and approval of prior issue of shares to certain institutional investors on 9 August 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 431,445 Shares under Listing Rule 7.1 at \$8.00 per Share as detailed in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 1(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 1(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.

2. Resolution 1(b) – Ratification and approval of prior issue of shares to certain institutional investors on 9 August 2021 under Listing Rule 7.1A

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 693,555 Shares under Listing Rule 7.1A at \$8.00 per Share as detailed in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 1(b) 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 1(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.

3. Resolution 2 – 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 7.1 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 2 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 2 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.

4. Resolution 3 – 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 7.1 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 3 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 3 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



Stephen Denaro

Director and Company Secretary

Dated: 24 August 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(a) to 3 (inclusive).

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 21 September 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 23 September 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.

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 Tuesday 21 September 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 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 egmquestions@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. Resolutions 1(a) and 1(b) – Ratification and approval of prior issue of shares to certain institutional investors on 9 August 2021 under Listing Rules 7.1 and 7.1A

As announced to ASX on 2 August 2021, the Company has completed a placement of 1,125,000 Shares to certain institutional investors raising \$9.0M (**Placement**). The Shares under the Placement were issued using the Company's placement capacity under Listing Rules 7.1 and 7.1A.

Resolutions 1(a) and 1(b) seek approval for the Placement pursuant to Listing Rule 7.4. Resolution 1(a) seeks approval for the 431,445 Shares issued using the Company's placement capacity under Listing Rule 7.1. Resolution 1(b) seeks approval for the 693,555 Shares issued using the Company's placement capacity under Listing Rule 7.1A.

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 7.1A provides that 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%. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company received Shareholder approval to have the additional 10% capacity provided for in Listing Rule 7.1A by way of a special resolution at its annual general meeting on 15 July 2021.

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.

If Resolutions 1(a) or 1(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 1(a) is approved, the 431,445 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; and
- if Resolution 1(b) is approved, the 693,555 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, effectively increasing 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 the Company's last annual general 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 1(a) is not approved, the 431,445 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; and
- if Resolution 1(b) is not approved, the 693,555 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, effectively decreasing 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 the Company's last annual general 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.

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/agents (Evolution and Colorado) 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 Resolutions 1(a) and 1(b)</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	1,125,000 ordinary fully paid shares, comprising 431,445 Shares under Listing Rule 7.1 and 693,555 Shares under Listing Rule 7.1A
Date of issue	9 August 2021
Issue price	\$8.00 per Share
Purpose of issue	Working capital purposes, predominantly related to the development of DurAVR™, the Company's 3D single-piece aortic valve for the treatment of aortic stenosis.
Summary of the material terms of the agreement upon which the securities were issued	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>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 three free Attaching Options for every five new Shares issued (subject to Shareholder approval sought by Resolution 2). The Attaching Options are unlisted and have a term of four years, and an exercise price of \$10.00. 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. 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 Resolutions 1(a) and 1(b).

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1(a) and 1(b).

4. Resolution 2 – Approval of future issue of Attaching Options to certain institutional investors

As announced to ASX on 2 August 2021, under the terms of the Placement Letter the Company has agreed to issue to each institutional investor who participated in the Placement three free attaching Options for every five Shares issued under the Placement, subject to Shareholder approval (**Attaching Options**).

Resolution 2 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 Resolutions 1(a) and 1(b).

The effect of Resolution 2 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 2 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 2 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 \$843,751.25.

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/agents (Evolution and Colorado) 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 2</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 to be issued	675,001 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	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 Resolutions 1(a) and 1(b). The remaining institutional investors who participated in the Placement agreed to participate in the Placement through confirmations sent to the Company's broker, Evolution. 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.
Voting exclusion statement	A voting exclusion statement is included with Resolution 2.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – 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 500,000 Options to Evolution, subject to Shareholder approval (**Lead Manager Options**). The Company also appointed Colorado Investments Pty Ltd (**Colorado**) to act as agent of the Company in relation to a portion of the Placement.

Resolution 3 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 Resolutions 1(a) and 1(b).

The effect of Resolution 3 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 3 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 3 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 \$625,000.

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	Evolution Capital Advisors Pty Ltd
Number and class of securities to be issued	500,000 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	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><i>Fees</i></p> <p>The Company has agreed to pay Evolution a fee of \$489,000 (plus GST) (being 7% of the funds raised under the Placement, less fees payable to Colorado).</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 3. In the event that Shareholder approval to issue the Lead Manager Options is not obtained, the Company must pay \$625,000 to Evolution.</p> <p><i>Other terms and conditions</i></p> <p>The Mandate Letter contains a right of first refusal in favour of Evolution to act as lead manager in relation to any future capital raises by the Company in the 12 months from the date of the Mandate Letter.</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 3.

Directors' recommendation

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

Schedule 1 – Definitions

In this Notice, including this Explanatory Memorandum:

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 675,001 Options proposed to be issued to institutional investors who participated in the Placement, for which Shareholder approval is sought under Resolution 2.
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.
Colorado	means Colorado Investments Pty Ltd.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Equity Securities	has the meaning given in the Listing Rules.
Evolution	means Evolution Capital Advisors Pty Ltd.
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 500,000 Options proposed to be issued to Evolution, for which Shareholder approval is sought under Resolution 3.
Listing Rules	means the listing rules of ASX.
Notice	means this notice of meeting and the accompanying explanatory memorandum.
Option	means an option issued by the Company that is exercisable into a Share.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the registered holder of a Share.

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 \$10.00 (**Exercise Price**).
3. **Expiry Date:** Each Option automatically lapses at 5pm Brisbane time on the date that is four years after the date of grant of the Options (**Expiry Date**).
4. **Exercise Period:** Each Option 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).

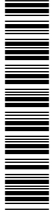
An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price for the Options being exercised in cleared funds.
6. **Shares on exercise:** Within 5 business days after receipt of a valid Exercise Notice accompanied by full payment of the Exercise Price, the 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, 21 September 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:

XX

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.

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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 Extraordinary General Meeting of Anteris Technologies Ltd to be held via a virtual platform at <https://web.lumiagm.com/342094135> on Thursday, 23 September 2021 at 10:00 AM (AEST) and at any adjournment or postponement of that meeting.

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(a)	Ratification and approval of prior issue of shares to certain institutional investors on 9 August 2021 under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1(b)	Ratification and approval of prior issue of shares to certain institutional investors on 9 August 2021 under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of future issue of Attaching Options to certain institutional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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

999999A



Computershare





ABN 35 088 221 078

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

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Anteris Technologies Ltd Extraordinary General Meeting

The Anteris Technologies Ltd Extraordinary General Meeting will be held on Thursday, 23 September 2021 at 10:00 am (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For your proxy appointment to be effective it must be received by 10:00 am (AEST) Tuesday 21 September 2021.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/342094135

For instructions refer to the online user guide by visiting: <https://www.edocumentview.com.au/AVR2021EGM>

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, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Meeting ID

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.

LUMI agm

Enter Meeting ID

Join

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

Meeting Terms and Conditions

Terms and conditions must be read and accepted prior to proceeding to the meeting.

To view the full terms and conditions please click the following link.

[Terms and Conditions](#)

I agree to all of the above terms and conditions

DECLINE ACCEPT

3 Select the relevant log in option to represent yourself in the meeting.
Note that only Securityholders and Proxies can vote and ask questions in the meeting.

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

← 123-456-789

LUMI agm

Securityholder or Proxy

Guest

LUMI agm

SRN or HIN

Postcode or Country Code

Login

OR 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.

← 123-456-789

LUMI agm

Securityholder or Proxy

Guest

LUMI agm

SRN or HIN

Postcode or Country Code

Login

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

← 123-456-789

LUMI agm

Securityholder or Proxy

Guest

← 123-456-789

LUMI agm

Title

First Name

Last Name

Email

Enter

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

123-456-789

Computershare

Anteris Technologies Ltd
Extraordinary General Meeting

Mr Sam Sample
Welcome Securityholders and Guests

To View the Webcast
To view/listen to proceedings please select the 'Broadcast' bar. This will display the webcast, please press play to start and ensure that your device isn't muted.

Asking Questions
Shareholders and proxies have the ability to ask questions. Select the speech bubble icon to open the message module. Type your question in to the box at the

Broadcast


5 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Click the arrow to switch between screens.

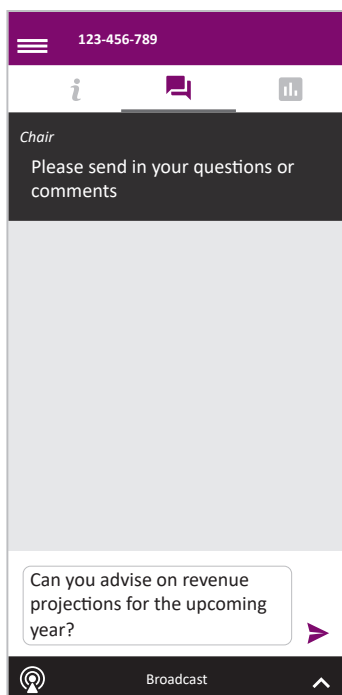
123-456-789

Broadcast


Today's Agenda

- Opening Remarks
- CEO Presentation
- Financial Update
- Q&A
- Resolutions

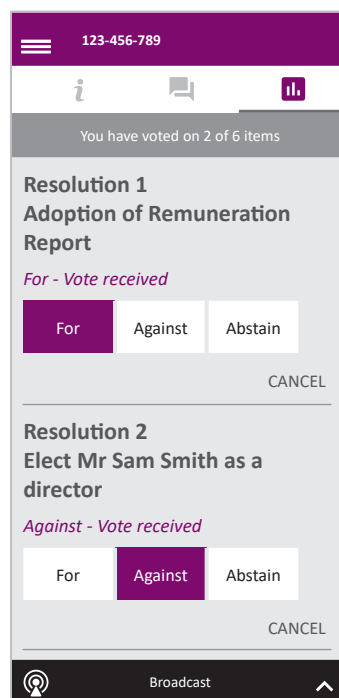
6 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



7 When the Chair declares the poll open:

- > A voting icon  will appear on screen and the meeting resolutions will be displayed
- > To vote, select one of the voting options. Your response will be highlighted
- > To change your vote, simply select 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

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

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

 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 password field.

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