

ASX ANNOUNCEMENT

17 February 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING

Anteris Technologies Ltd Extraordinary General Meeting will be held at 10:00 a.m. AEST on Friday, 19 March 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 the unique 3D single-piece aortic valve design of DurAVR™, 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:

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Anteris Technologies Ltd

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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
FRIDAY, 19 MARCH 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 19 March 2021 at 10:00 AM AEST (**Meeting**).

The Company will hold the Meeting at the Company's registered office at Toowong Tower, Suite 302, Level 3, 9 Sherwood Rd Toowong, Queensland. In light of the current global outbreak of the Coronavirus (COVID-19), the Company has determined **not to allow Shareholders to physically attend the meeting**. The Company will make available an online platform whereby Shareholders will be able to participate virtually in the Meeting. Details are set out below.

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 17 March 2021 at 7:00 PM AEDT.

Terms and abbreviations used in this Notice, including the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1(a) – Ratification and approval of prior issue of shares to certain institutional investors on 29 December 2020 under Listing Rule 7.1

To consider, and if in favour, pass the following resolution as an ordinary resolution:

"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 38,543 Shares under Listing Rule 7.1 at \$3.37 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 29 December 2020 under Listing Rule 7.1A

To consider, and if in favour, pass the following resolutions as an ordinary resolution:

"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 278,411 Shares under Listing Rule 7.1A at \$3.37 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(a) – Ratification and approval of prior issue of Placement Shares to Mercer Street Global Opportunity Fund, LLC

To consider, and if in favour, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and all other purposes, approval be given to ratify the prior issue of the Placement 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 2(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 2(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.

4. Resolution 2(b) – Ratification and approval of prior issue of Commencement Shares to Mercer Street Global Opportunity Fund, LLC

To consider, and if in favour, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and all other purposes, approval be given to ratify the prior issue of the Commencement 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 2(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 2(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.

5. Resolution 2(c) – Ratification and approval of prior issue of First Tranche Convertible Notes to Mercer Street Global Opportunity Fund, LLC

To consider, and if in favour, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and all other purposes, approval be given to ratify the prior issue of the First 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 2(c) 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 2(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.

6. Resolution 2(d) – Ratification and approval of prior issue of First Options to Mercer Street Global Opportunity Fund, LLC

To consider, and if in favour, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and all other purposes, approval be given to ratify the prior issue of the First Options 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 2(d) 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 2(d) 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.

7. Resolution 3 – Approval of future issue of Second Tranche Convertible Notes to Mercer Street Global Opportunity Fund, LLC

To consider, and if in favour, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.1 and all other purposes, approval be given to issue the Second 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 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.

8. Resolution 4 – Approval of future issue of Second Options to Mercer Street Global Opportunity Fund, LLC

To consider, and if in favour, pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.1 and all other purposes, approval be given to issue the Second Options 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 4 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 4 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: 17 February 2021

ANTERIS TECHNOLOGIES LTD ACN 088 221 078 EXPLANATORY MEMORANDUM

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 4 (inclusive).

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.

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 17 March 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 Extraordinary General Meeting virtually on 19 March 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 19 March 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 17 March 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 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.

RESOLUTIONS 1(A) AND 1(B): RATIFICATION AND APPROVAL OF PRIOR ISSUE OF SHARES TO CERTAIN INSTITUTIONAL INVESTORS ON 29 DECEMBER 2020

As announced to ASX on 30 December 2020, the Company has completed a placement of 316,954 Shares to certain institutional investors raising \$1.1M (**Share Placement**). Of the Shares issued as part of the Share Placement, 38,543 Shares were issued using the Company's placement capacity under Listing Rule 7.1 and 278,411 Shares were issued using the Company's placement capacity under Listing Rule 7.1A.

Resolutions 1(a) and 1(b) seek approval for the Share Placement pursuant to Listing Rule 7.4. Resolution 1(a) seeks approval for the 38,543 Shares issued using the Company's placement capacity under Listing Rule 7.1. Resolution 1(b) seeks approval for the 278,411 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.

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. The Company is 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.

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 38,543 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 278,411 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 May 2021 (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 38,543 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 278,411 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 May 2021 (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	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 Share Placement is likely to be material to a decision by Shareholders whether or not to approve Resolutions 1(a) and 1(b).
Number and class of securities issued	316,954 ordinary fully paid shares, comprising 38,543 Shares under Listing Rule 7.1 and 278,411 Shares under Listing Rule 7.1A
Date of issue	29 December 2020
Issue price	\$3.37 per Share
Purpose of issue	Working capital purposes
Summary of the material terms of the agreement upon which the securities were issued	The Shares issued under the Share Placement were issued under a placement letter with each institutional investor who participated in the Share Placement (Placement Letter). 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. The Placement Letter otherwise contains representations and warranties standard for an agreement of this nature.
Voting exclusion statement	Voting exclusion statements are 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).

RESOLUTIONS 2(A), 2(B), 2(C) and 2(D): 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 \$20 million funding package 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 20 January 2021, the Company completed the issue of the first tranche securities to Mercer as follows:

- (a) a placement of 291,545 Shares to raise a total of \$1,000,000 at an issue price of \$3.43 (**Placement Shares**);
- (b) an issue of 50,000 Shares for nil cash consideration (**Commencement Shares**);
- (c) an issue of 1,620,000 convertible notes (**First Tranche Convertible Notes**) each with a face value of \$1.00 at a subscription price of \$0.925926 per convertible note to raise \$1,500,000 (before expenses); and;
- (d) an issue of 150,000 Options to acquire Shares for nil consideration (**First Options**).

The Commencement Shares, First Options and First Convertible Notes were issued using the Company's placement capacity under Listing Rule 7.1. The Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1A. The Placement Shares, the Commencement Shares, the First Options and the First Tranche Convertible Notes are together referred as the **First Closing Securities**.

A summary of the application of Listing Rules 7.1 and 7.1A is set out in the explanatory notes to Resolutions 1(a) and 1(b) above.

Resolutions 2(a) to 2(d) seek Shareholder approval to ratify the issue of the First Closing Securities to Mercer for the purposes of Listing Rule 7.4. A summary of the application of Listing Rule 7.4 is set out in the explanatory notes to Resolution 1 above. In particular:

- (a) Resolution 2(a) seeks Shareholder approval to ratify the issue of the Placement Shares;
- (b) Resolution 2(b) seeks Shareholder approval to ratify the issue of the Commencement Shares;
- (c) Resolution 2(c) seeks Shareholder approval to ratify the issue of the First Tranche Convertible Notes; and
- (d) Resolution 2(d) seeks Shareholder approval to ratify the issue of the First Options.

A summary of the terms of the First Options are set out in Schedule 2. A summary of the terms of the First Tranche Convertible Notes are set out in Table 1 below. Notably, the conversion price for the First 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 \$2.50 (**Floor Price**). For the purposes of Listing Rule 7.1, the number of Shares into which the First Tranche Convertible Notes convert is calculated using the Floor Price. Therefore, the issue of the First Tranche Convertible Notes is deemed to utilise 648,000 Shares worth of placement capacity for the purposes of Listing Rule 7.1.

If any of Resolutions 2(a) to 2(d) 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 2(a) is approved, the Placement Shares (utilising 291,545 Shares of placement capacity for the purposes of 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 May 2021 (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;
- if Resolution 2(b) is approved, the Commencement Shares (utilising 50,000 Shares 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;
- if Resolution 2(c) is approved, the First Tranche Convertible Notes (utilising 648,000 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 2(d) is approved, the First Options (utilising 150,000 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.

However:

- if Resolution 2(a) is not approved, the Placement Shares (utilising 291,545 Shares of placement capacity for the purposes of 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 May 2021 (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;
- if Resolution 2(b) is not approved, the Commencement Shares (utilising 50,000 Shares 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;
- if Resolution 2(c) is not approved, the First Tranche Convertible Notes (utilising 648,000 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 2(d) is not approved, the First Options (utilising 150,000 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.

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 2(a) to 2(d):

Persons to whom securities were issued	Mercer Street Global Opportunity Fund, LLC
Number and class of securities issued	Commencement Shares: 50,000 First Options: 150,000 First Tranche Convertible Notes: 1,620,000 (utilising 648,000 Shares worth of Placement Capacity for the purposes of Listing Rule 7.1) Placement Shares: 291,545
Date of issue	20 January 2021
Issue price	Commencement shares: nil cash consideration First Options: nil cash consideration First Tranche Convertible Notes: \$0.925926 per Convertible Note Placement Shares: \$3.43 per Share
Purpose of issue	To fund the Company's TAVR research and development and general working capital expenses.
Terms of the First Options	A summary of the key terms of the First Options are set out in Schedule 2.
Terms of the First Tranche Convertible Notes	A summary of the key terms of the First Tranche Convertible Notes are set out below in Table 1.
Summary of the material terms of the Purchase Agreement	The First Closing Securities 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 2(a), 2(b), 2(c) and 2(d).

Table 1: Terms of the Convertible Notes

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

Term	Description
Face Value	\$1 per Convertible Note
Subscription Price	\$0.925926 per Convertible Note, which equates to: <ul style="list-style-type: none"> • \$1,500,000 paid by Mercer for the First Tranche Convertible Notes with a face value of \$1,620,000; and • \$1,000,000 to be paid by Mercer for the Second Tranche Convertible Notes with a face value of \$1,080,000.
Maturity Date	16 months from the date of issue of the Convertible Notes (Maturity Date).

Interest Rate	<p>No interest is payable on unconverted drawn funds.</p> <p>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.</p>
Conversion of Convertible Notes	<p>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.</p> <p>Unless there is an event of default subsisting, Mercer must not issue a conversion notice on or before 30 April 2021 without the Company's consent.</p> <p>The number of Shares to which Mercer is entitled upon conversion of the relevant Convertible Notes is determined by the following formula:</p> <p>Number of Shares = repayment amount / conversion price.</p> <p>The applicable conversion price is set out below.</p> <p>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.</p>
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 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 \$2.50 (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

	<ul style="list-style-type: none"> 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
Second Investment Amount	<p>Subject to all of the relevant 'Closing Conditions' (detailed below) being satisfied or waived, Mercer agrees to advance the Company a further \$1,000,000 (less taxes and transaction costs) by way of a subscription for \$1,080,000 worth of Convertible Notes (Second Tranche Convertible Notes).</p> <p>The Company also agrees to issue 350,000 Options to Mercer (Second Options).</p> <p>The issue of the Second Tranche Convertible Notes and Second Options to Mercer is subject to Shareholder approval.</p> <p>Anteris must seek Shareholder approval of the issue of the Second Tranche Convertible Notes and the Second Options by 31 March 2021. If Shareholder approval for the issue of the Second Options is not obtained by that date, Anteris must pay Mercer a cash fee of \$250,000.</p>
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.</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 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; 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

Term	Description
	<p>the Company. If Shareholder approval is not obtained, Anteris must pay the Subsequent Investment Fee in cash.</p> <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	The Purchase Agreement contains various events which constitute events of default which are standard for agreements of this nature.
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 shareholder not exceeding 4.99% unless Mercer gives its written consent and in that case not exceeding 9.99%; • for the Second Tranche Convertible Securities and the Second Options, the Company obtaining Shareholder approval under the Listing Rules; • 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 • 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 2(a), 2(b), 2(c) and 2(d).

RESOLUTION 3: APPROVAL OF FUTURE ISSUE OF SECOND TRANCHE CONVERTIBLE NOTES TO MERCER STREET GLOBAL OPPORTUNITY FUND, LLC

Pursuant to the Purchase Agreement, the Company will issue 1,080,000 convertible notes (**Second Tranche Convertible Notes**) each with a face value of \$1.00 at a subscription price of \$0.925926 per convertible note to raise \$1,000,000 (before expenses), subject to Shareholder approval and all other conditions to the issue being satisfied or waived (**Second Closing Securities**).

Resolution 3 seeks Shareholder approval to issue the Second Tranche Convertible Notes to Mercer for the purposes of Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above under Resolution 1.

The effect of Resolution 3 will be to allow the Company to issue the Second Tranche Convertible Notes 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 Second Tranche Convertible Notes are set out in Table 1 above. Notably, the conversion price for the Second 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 \$2.50 (**Floor Price**). For the purposes of Listing Rule 7.1, the number of Shares into which the Second Tranche Convertible Notes convert is calculated using the Floor Price. Therefore, the issue of the First Tranche Convertible Notes is deemed to utilise 432,000 Shares worth of placement capacity for the purposes of Listing Rule 7.1.

If Resolution 3 is approved, the Company will issue the Second Tranche Convertible Notes in accordance with the Purchase Agreement and the issue of the Second Tranche Convertible Notes 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 Second Tranche Convertible Notes. Under the Purchase Agreement, if the Company is unable to issue the Second Tranche Convertible Notes it may not draw down on the Subsequent Investment Amount.

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	Mercer Street Global Opportunity Fund, LLC
Number and class of securities to be issued	1,080,000 Convertible Notes (utilising 432,000 Shares worth of placement capacity for the purposes of Listing Rule 7.1)
Date of issue	Subject to all other conditions to the issue being satisfied or waived, the Company will issue the Second Tranche Convertible Notes within 5 business days of the date of the Meeting
Issue price	\$0.925926 per convertible note
Purpose of issue	To fund the Company's TAVR research and development and general working capital expenses.
Terms of the Second Tranche Convertible Notes	A summary of the key terms of the Second Tranche Convertible Notes are set out in Table 1 above.
Summary of the material terms of the Purchase Agreement	The Second Tranche Convertible Notes will be issued under the Purchase Agreement. A summary of the key terms of the Purchase Agreement are set out in Table 2 above.
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.

RESOLUTION 4: APPROVAL OF FUTURE ISSUE OF SECOND OPTIONS TO MERCER STREET GLOBAL OPPORTUNITY FUND, LLC

Pursuant to the Purchase Agreement, the Company will issue 350,000 Options to acquire Shares (**Second Options**) to Mercer, subject to Shareholder approval and all other conditions to the issue being satisfied or waived.

Resolution 4 seeks Shareholder approval to issue the Second Options to Mercer for the purposes of Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above under Resolution 1.

The effect of Resolution 4 will be to allow the Company to issue the Second 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 Second Options are set out in Schedule 2.

If Resolution 4 is approved, the Company will issue the Second Options in accordance with the Purchase Agreement and the issue of the Second 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 4 is not approved, the Company will not issue the Second Options. Under the Purchase Agreement, if the Company is unable to issue the Second Options it may not draw down on the Subsequent Investment Amount. Also, the Company must pay a cash fee of \$250,000 to Mercer if the Second Options are not issued.

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	Mercer Street Global Opportunity Fund, LLC
Number and class of securities to be issued	350,000 Options

Date of issue	Subject to all other conditions to the issue being satisfied or waived, the Company will issue the Second Options within 5 business days of the date of the Meeting
Issue price	Nil cash consideration
Purpose of issue	To fund the Company's TAVR research and development and general working capital expenses.
Terms of the Second Options	A summary of the key terms of the Second Options are set out in Schedule 2.
Summary of the material terms of the Purchase Agreement	The Second Options will be issued under the Purchase Agreement. A summary of the key terms of the Purchase Agreement are set out in Table 2 above.
Voting exclusion statement	A voting exclusion statement is included with Resolution 4.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Schedule 1 – Definitions

In this Notice, including this Explanatory Memorandum:

Term	Definition
ASX	means ASX Limited and the market operated by it, the Australian Securities Exchange, as applicable.
Board	means the board of directors of the Company.
Chairman	means the person appointed to chair the Meeting, or any part of the Meeting, convened by this Notice.
Company or Anteris	means Anteris Technologies Ltd ACN 088 221 078.
Commencement Shares	means the 50,000 Shares issued by the Company to Mercer on 20 January 2021 for nil consideration.
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 to Shares. A summary of the key terms of the Convertible Notes are set out in Table 1.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
First Closing Securities	means the Placement Shares, Commencement Shares, First Options and First Convertible Notes.
First Tranche Convertible Notes	means the 1,620,000 Convertible Notes issued by the Company to Mercer on 20 January 2021.
First Options	means the 150,000 Options issued by the Company to Mercer on 20 January 2021, the full terms of which are set out in Schedule 2.
Floor Price	means \$2.50, being the minimum Conversion Price at which Convertible Notes may convert into Shares, subject to adjustment in accordance with the Purchase Agreement.
Listing Rules	means the listing rules of ASX, as amended from time to time.
Mercer	means Mercer Street Global Opportunity Fund, LLC.
Notice of Meeting or 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.
Placement Shares	means the 291,545 Shares issued by the Company to Mercer on 20 January 2021 at an issue price of \$3.43 per Share.
Purchase Agreement	means the Convertible Security and Share Purchase Agreement between the Company and Mercer dated 6 January 2021, as amended.
Second Closing Securities	means the Second Options and the Second Tranche Convertible Notes.
Second Options	means the 350,000 Options proposed to be issued by the Company to Mercer, the full terms of which are set out in Schedule 2.
Second Tranche Convertible Notes	means the 1,080,000 Convertible Notes proposed to be issued by the Company to Mercer.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the registered holder of a Share.
Share Placement	means the issue of 316,954 Shares by the Company to certain institutional investors on 29 December 2020.

Schedule 2 – Terms of Options

Capitalised terms used in this Schedule 1 which have not been defined have the meaning given in the Notice.

The terms and conditions of the First Options and Second Options are as follows:

1. The Options shall be issued for no cash consideration;
2. The exercise price of each Option is ten dollars (\$10.00) (**Exercise Price**).
3. The Options will expire at 5:00pm AEST on the date that is 36 months after their date of issue (**Expiry Date**) unless earlier exercised.
4. The Options are transferable.
5. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
6. The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Option Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date.
7. Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares.
8. Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules.
9. Option holders do not participate in any dividends unless the Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.
10. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - a. the number of Options, the Exercise Price of the Options, or both will be reorganised (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the holders of the Options which are not conferred on shareholders; and
 - b. subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.
11. If there is a pro rata issue (except a bonus issue), the Exercise Price of an Option may be reduced according to the following formula:

$$On = O - \frac{E[P-(S+D)]}{N+1}$$

Where:

On = the new exercise price of the Option;
O = the old exercise price of the Option;
E = the number of underlying securities into which one Option is exercisable;
P = the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date;
S = the subscription price for a security under the pro rata issue;
D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and
N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

12. If there is a bonus issue to the holders of shares in the Company, the number of shares over which the Option is exercisable may be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
13. The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, unless all necessary waivers of the ASX Listing Rules are obtained, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
14. The Company does not intend to apply for listing of the Options on the ASX.
15. The Company shall apply for listing of the resultant shares of the Company issued upon exercise of any Option.



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 Wednesday, 17 March 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.

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 Extraordinary General Meeting of Anteris Technologies Ltd to be held via a virtual platform at <https://web.lumiagm.com/341877989> on Friday, 19 March 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
1 (a)	Ratification and approval of prior issue of shares to certain institutional investors on 29 December 2020 under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1 (b)	Ratification and approval of prior issue of shares to certain institutional investors on 29 December 2020 under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (a)	Ratification and approval of prior issue of Placement Shares to Mercer Street Global Opportunity Fund, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (b)	Ratification and approval of prior issue of Commencement Shares to Mercer Street Global Opportunity Fund, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (c)	Ratification and approval of prior issue of First Tranche Convertible Notes to Mercer Street Global Opportunity Fund, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (d)	Ratification and approval of prior issue of First Options to Mercer Street Global Opportunity Fund, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of future issue of Second Tranche Convertible Notes to Mercer Street Global Opportunity Fund, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of future issue of Second Options to Mercer Street Global Opportunity Fund, LLC	<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 3 3 0 8 A



Computershare





ABN 35 088 221 078

AVR

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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)** **Wednesday 17 March 2021**.

Anteris Technologies Ltd Extraordinary General Meeting

This year, as part of the Australian Government's response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Extraordinary General Meeting of Anteris Technologies Ltd will be a hybrid meeting, which will be conducted online on, **Friday 19 March 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/341877989 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 <http://www.computershare.com.au/virtualmeetingguide>

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

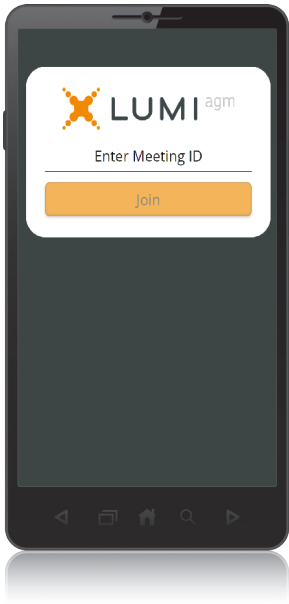
If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

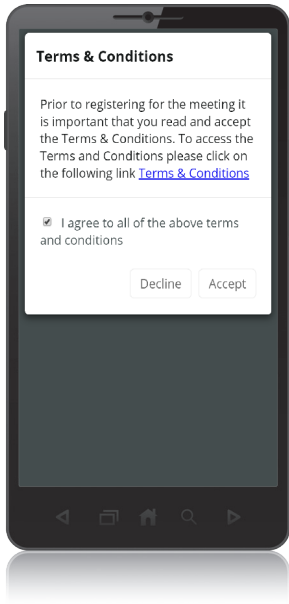
Meeting ID	Australian residents	Overseas Residents	Appointed Proxies
Meeting ID as provided in the Notice of Meeting.	> Username (SRN or HIN) and > Password (postcode of your registered address).	> Username (SRN or HIN) and > Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list of country codes is provided at the end of this guide.	To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 Monday to Friday during business hours.

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.

Download the LUMI app from the App Store or Google Play to view and interact with the meeting content.

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



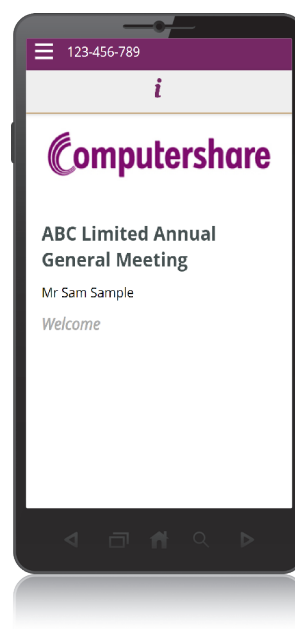
- 4 To register as a proxyholder**, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



- 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.

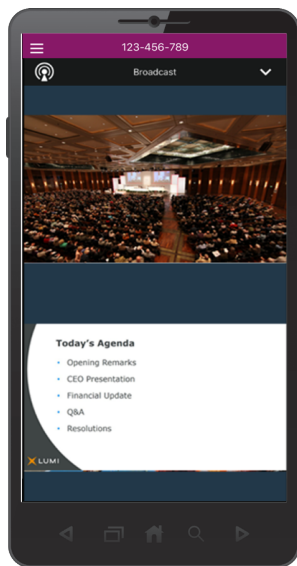



Questions icon, used to ask questions.

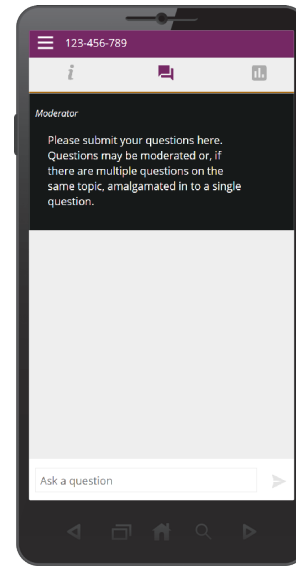



Broadcast icon, used to broadcast a message.

- 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.

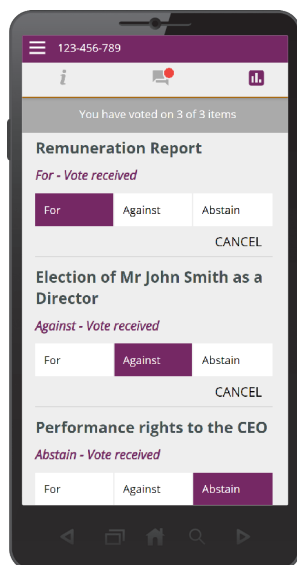


- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.



- 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.



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 BAHRAIN	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 MONTSERRAT	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	TCD CHAD	
CYP CYPRUS	KEN KENYA	POL POLAND	TGO TOGO	
CZE CZECH REPUBLIC	KGZ KYRGYZSTAN	PRI PUERTO RICO	THA THAILAND	