

Anteris Technologies Global Corp.

Corporate Governance Statement

Anteris Technologies Global Corp. (the **Company** or **Anteris**) and its Board of Directors (the **Board**) are committed to complying with the highest standards of corporate governance and to ensuring that the Company has an effective system of corporate governance, commensurate with its size and the scope of its operations.

In accordance with ASX Listing Rule 4.10.3, this Corporate Governance Statement has been prepared to explain how the Company will comply with the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council, 4th Edition (**ASX Corporate Governance Principles**)

A description of Anteris' key corporate governance practices and its report, on an "if not, why not" basis, on its compliance with the ASX Corporate Governance Principles is set out in this Corporate Governance Statement. Where the Company's corporate governance practices depart from a recommendation of the ASX Corporate Governance Principles, the Company has disclosed the departure and provided reasons for the departure.

In addition to the ASX Corporate Governance principles, the Company has had regard to the following in designing its corporate governance practices:

- the NASDAQ listing requirements;
- the corporate governance standards generally applicable to a Delaware-incorporated company; and
- the size, scope and nature of the Company's Board and operations.

This Corporate Governance Statement is current as at 2 December 2024

PRINCIPLE 1: Lay solid foundations for management and oversight

RECOMMENDATION	COMPLIANCE	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(1.1) Role of Board and management	Yes	<p>The Company has adopted corporate governance guidelines for the Board (the Corporate Governance Guidelines) that sets out the respective roles and responsibilities of the Board and Management of the Company.</p> <p>The Corporate Governance Guidelines also set out a framework to assist the Board in carrying out its various responsibilities with respect to the business and affairs of the Company, including outlining requirements in relation to the composition of the Board, the leadership structures of the Board and the establishment of committees of the Board.</p> <p>A copy of the Corporate Governance Guidelines will be made available on the Company's website upon its listing on NASDAQ and ASX.</p>
(1.2) Senior executive appointments and information regarding the election and re-election of directors	Yes	<p>The Company carefully considers the character, experience, education and skillset, as well as interests and associations of potential candidates for appointment to the Board or as a senior executive and conducts checks to verify the suitability of the candidate.</p> <p>The Company has guidelines for the appointment and selection of directors and members of senior management in its Corporate Governance Guidelines and the Nominating and Corporate Governance Committee Charter.</p> <p>The Company has procedures in place that all material information relevant to a decision to elect or re-elect a director is disclosed in the notice of meeting provided to shareholders.</p>
(1.3) Written contracts of appointment	Yes	<p>The Company does not enter into written agreements with its Directors in relation to the terms of their appointment, as it is not customary for companies incorporated in the United States to do so. However, the roles and responsibilities of Directors are set out in various charters and corporate governance policies of the Company, including the Corporate Governance Guidelines and the Nominating and Corporate Governance Committee Charter .</p> <p>Each senior executive of the Company enters into a written service contract which sets out the material terms of employment, including a description of position and duties, reporting lines, remuneration arrangements and termination rights and entitlements.</p>
(1.4) Company Secretary	Yes	<p>The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. Each Director is entitled to access the advice and services of the Company Secretary. The appointment or removal of the Company Secretary is a matter for the Board as a whole.</p>
(1.5) Diversity	Yes	<p>The Company is committed to diversity and inclusiveness. To support this, the Board has implemented a Diversity Policy as a measure to ensure diversity is welcomed and valued at all levels of the Company.</p>

For personal use only

		<p>A copy of this Policy is available on the Company’s website. The Board continues to recognise the importance of proactively addressing gender equality and supports initiatives that recognise the benefits of flexible working arrangements and remuneration parity on the basis of gender.</p> <p>The Diversity Policy operates alongside the Company’s Code of Business Ethics, Whistleblower Policy and various employment policies.</p> <p>The Company’s objective is to foster a corporate culture that embraces and values diversity and inclusion regardless of gender, ethnicity or sexual preference. In each relevant reporting period, the Company discloses the measurable objectives it has set to achieve gender diversity, its progress towards achieving those objections, as well as the respective proportions of men and women on the Board, in senior executive positions and across the Company’s workforce.</p> <p>It is noted that, for the year ended 31 December 2023, the human resources of Anteris Technologies Ltd, the predecessor entity to the Company, comprised 48% female and 52% male employees with multiple ethnic backgrounds.</p>
(1.6) Board reviews	Yes	<p>The Nominating and Corporate Governance Committee will periodically, assess and review the performance of the Board, each Board committee and each Director, as against the Corporate Governance Guidelines, other corporate governance policies and agreed goals and objectives, and will report the results of that review to the Board. The requirement for such periodic reviews to be undertaken is set out in the Nominating and Corporate Governance Committee Charter.</p> <p>The Company will disclose for each reporting period whether such a performance evaluation has been undertaken.</p>
(1.7) Management reviews	Yes	<p>The Compensation Committee, as constituted by the Compensation Committee Charter, will evaluate, on an annual basis, the performance of the Company’s CEO and other executive officers in light of the Company’s corporate goals and objectives. Following such evaluation, the Compensation Committee will review and set, or make recommendations to the Board regarding, the compensation of the CEO and the Company’s other executive officers.</p> <p>The Company will disclose details of whether such performance evaluations have been undertaken.</p>

PRINCIPLE 2: Structure the Board to be effective and add value

RECOMMENDATION	COMPLIANCE	ANTERIS’ COMPLIANCE WITH RECOMMENDATIONS
(2.1) Nomination Committee	Yes	Under the Nominating and Corporate Governance Committee Charter, the Board has established the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee must consist of at least three Directors, all of whom must (subject to any applicable exceptions or phase-in rules) be independent (as defined in the NASDAQ

		<p>listing standards) and must consist of a majority of independent directors, as determined by the Board in accordance with the ASX Corporate Governance Principles, with the chair of the Nominating and Corporate Governance Committee also being an independent director.</p> <p>The Company will disclose, in respect of each reporting period, the members of the Nominating and Corporate Governance Committee, the number of times the Nominating and Corporate Governance Committee met and the individual attendances of each member of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee Charter will be made available on the Company's website upon its listing on ASX and NASDAQ.</p>
(2.2) Board skills matrix	Yes	<p>The Company's objective is to have an appropriate mix of expertise and experience on the Board and its Committees so that the Board can effectively discharge its corporate governance and oversight responsibilities.</p> <p>The Nominating and Corporate Governance Committee is required to develop and maintain a board skills matrix setting out the mix of skills, expertise and diversity that the Board currently has or is looking to achieve in its membership.</p> <p>The current mix of skills and expertise is described below.</p> <ul style="list-style-type: none"> • Finance • Strategy • Marketing • Bio and Medical Technology • Global Health Care • NASDAQ experience • Corporate Finance and capital investment • Global/International corporate experience • Executive leadership / Management • Governance, risk and compliance • ASX experience • Diversity of viewpoints, background, experience and other relevant characteristics. <p>The Board is comfortable with the skills matrix represented by the current Board.</p>
(2.3) Disclose independence and length of service	Yes	<p>In determining whether a Director is "independent", the Board has adopted the meaning of that word in the ASX Corporate Governance Principles. Under this standard, a Director will be considered "independent" if that Director is free of any interest, position or relationship that might influence, or reasonably be perceived to influence in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole. However, the Company is also required to determine the independence of each Director under the NASDAQ listing standards. In considering the independence of Directors, the Board will consider the materiality of any given interest, position or relationship on a case-by-case basis.</p> <p>The Board considers that Mr John Seaberg, Mr Stephen Denaro and Dr Wenyi Gu are independent Directors. It is noted that:</p> <ul style="list-style-type: none"> • Mr Stephen Denaro has an arm's length consultancy agreement with the Company to provide professional company secretarial services. The Board determined

		<p>that Mr Stephen Denaro’s consultancy agreement with the Company was not material and should not impact his ability to act independently for the purposes of the ASX Corporate Governance Principles. However, Mr Stephen Denaro’s consultancy agreement with the Company results in Mr Stephen Denaro not being independent for the purposes of the NASDAQ listing standards; and</p> <ul style="list-style-type: none"> Mr John Seaberg and Mr Stephen Denaro were granted Options that include performance conditions linked to the growth in the Company’s share price which were approved by shareholders at the Extraordinary General Meeting on 26 February 2020. It was determined that the issuance of Options to the non-executive directors align their interests with those of shareholders and that these Options are not material to either Mr John Seaberg nor Mr Stephen Denaro and should not impact on their ability to act independently. <p>The length of service of each of the Directors will be disclosed in the Company’s Annual Report.</p>
(2.4) Majority of directors are independent	Yes	<p>The Company’s Corporate Governance Guidelines require that a majority of the Directors will qualify as independent directors under the NASDAQ listing standards. The definition of independence under the NASDAQ listing standards and the ASX Corporate Governance Principles are not identical, such that it is possible for a Director to be considered independent under the NASDAQ listing standards but not independent under the ASX Corporate Governance Principles, and vice versa.</p> <p>The majority of the Directors are independent for the purposes of the ASX Corporate Governance Principles. The Chairman, Mr John Seaberg and Director, Dr Wenyi Gu are considered independent under both the ASX Corporate Governance Principles and the NASDAQ listing standards. While Director, Mr Stephen Denaro, is considered independent for the purposes of the ASX Corporate Governance Principles but not for the purposes of the NASDAQ listing standards. Mr Wayne Paterson, the MD & CEO, is not considered independent under the ASX Corporate Governance Principles or the NASDAQ listing standards, by virtue of him being an Executive of the Company. The Nominating and Corporate Governance Committee will conduct an annual evaluation of each Director’s independence according to the ASX Corporate Governance Principles and the NASDAQ listing standards, and will present its evaluations to the Board.</p> <p>Under the Company’s Corporate Governance Guidelines, the independent Directors will meet in executive session without the non-independent Directors on a regularly scheduled basis and at least twice per year.</p>
(2.5) Chair is independent	Yes	<p>The Chairman, Mr John Seaberg, is an independent Director. The role of the MD & CEO is performed by another Director, Mr Wayne Paterson.</p>
(2.6) Induction and professional development	Yes	<p>An induction process including appointment letters exists to promote early, active and relevant involvement of new members of the Board. All Directors are invited to become members of the Australian Institute of Company Directors and are encouraged to further their knowledge. Directors are given the opportunity to broaden their knowledge of the business by visiting the</p>

		Company's offices and meeting with senior management. The Board, performing the duties under the Nominating and Corporate Governance Committee Charter, regularly review whether the Directors as a whole have the necessary skills and knowledge to fulfil their role on the Board. If a gap is identified, training/development opportunities are considered.
--	--	---

PRINCIPLE 3: Instil a culture of acting lawfully, ethically and responsibly

RECOMMENDATION	COMPLIANCE	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(3.1) Values	Yes	The Company's values are set out in its Code of Business Ethics, a copy of which will be made available on the Company's website upon its listing on ASX and NASDAQ.
(3.2) Code of conduct	Yes	<p>The Company has adopted a Code of Business Ethics which applies to and provides guidance to Directors, officers, executives, employees and contractors on the standards of behaviour expected in the discharge of their duties on behalf of the Company. The Code is based on respect for the law and acting accordingly, dealing with conflicts of interest appropriately and requires business affairs to be conducted ethically and with integrity.</p> <p>The Code of Business Ethics requires that all employees and Directors have a duty to, and are expected to, report any apparent or potential violations of the Code of Business Ethics, as well as any apparent or potential violations of any laws, rules or regulations.</p> <p>A copy of the Code of Business Ethics will be made available on the Company's website upon its listing on ASX and NASDAQ.</p>
(3.3) Whistleblower Policy	Yes	<p>The Company maintains a Whistleblower Protection and Non-Retaliation Policy to encourage employees and stakeholders to report conduct that is inconsistent with the values upon which the Company operates.</p> <p>A copy of the Whistleblower Protection and Non-Retaliation Policy will be made available on the Company's website upon its listing on ASX and NASDAQ.</p>
(3.4) Anti bribery and Corruption Policy	Yes	<p>The Company's Code of Business Ethics includes policies and procedures relating to anti-bribery and corruption, including prohibited corrupt practices and political contributions. The Code of Business Ethics requires that all employees and Directors have a duty to, and are expected to, report any apparent or potential violations of the Code of Business Ethics, as well as any apparent or potential violations of any laws, rules or regulations.</p> <p>A copy of the Company's Code of Business Ethics will be made available on the Company's website upon its listing on ASX and NASDAQ.</p>

PRINCIPLE 4: Safeguard the integrity of corporate reports

RECOMMENDATION	COMPLIANCE	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(4.1) Audit committee	Yes	<p>The Company has established a combined Audit and Risk Committee under the Audit and Risk Committee Charter .</p> <p>The Audit and Risk Committee assists the Board to monitor the Company's financial reporting and auditing, as well as the management of risks.</p> <p>The Audit and Risk Committee must comprise at least three Directors, with each being required to satisfy the independence requirements of the NASDAQ listing standards and any applicable independence rules promulgated by the United States Securities and Exchange Commission. At least one member of the Audit and Risk Committee must be a financial expert as defined under applicable rules of the United States Securities and Exchange Commission. The Audit and Risk Committee must also consist of only non-executive Directors and a majority being independent Directors, as determined by the Board in accordance with the ASX Corporate Governance Principles.</p> <p>The chair of the Audit and Risk Committee must also be an independent Director and who is not also the chair of the Board.</p> <p>Details of the qualifications and experience of the members of the Audit and Risk Committee will be disclosed by the Company in its Annual Report. In addition, for each reporting period, the Company will disclose the members of the Audit and Risk Committee, the number of times the Audit and Risk Committee met during the reporting period and the individual attendances of the members of the Audit and Risk Committee at those meetings.</p> <p>A copy of the Audit and Risk Committee Charter will be made available on the Company's website upon its listing on ASX and NASDAQ.</p> <p>The composition, governance and other requirements in relation to the Audit and Risk Committee are subject to certain phase-in periods under the NASDAQ listing standards.</p>
(4.2) CEO and CFO certification of financial statements	Yes	<p>In respect of the Company's financial statements and reports, the Board and/or the Audit and Risk Committee will obtain a written declaration from the MD & CEO and the Chief Financial Officer that, in their opinion, the relevant financial records of the Company have been properly maintained and the financial statements comply with the appropriate accounting standards (being the United States Generally Accepted Accounting Principles) and give a true and fair view of the financial position and performance of the Company and that their respective opinions has been formed on the basis of a sound system of risk management and internal controls, and that those systems are operating effectively in all material respects.</p> <p>The Board and the Audit and Risk Committee will note these written statements when considering the financial statements and reports of the Company.</p>

For personal use only

(4.3) Safeguard the integrity of periodic corporate reports	Yes	In respect of any corporate report of the Company that is not audited or reviewed by the Company's external auditor, the Company's senior management (including the MD & CEO and the Chief Financial Officer) and, if required, the Board, will verify the information contained in such a report prior to its release by the Company.
---	-----	--

PRINCIPLE 5: Make timely and balanced disclosure

RECOMMENDATION	COMPLIANCE	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(5.1) Disclosure and Communications Policy	Yes	<p>The Company is committed to promoting investor confidence and ensuring that shareholders and the market have equal access to information and are provided with timely and balanced disclosure of all material matters concerning the Company.</p> <p>The Company has established a Disclosure Policy which aims to ensure timely compliance with the Company's obligations under the ASX Listing Rules, NASDAQ listing standards, the United States Securities Exchange Act of 1934, the Sarbanes-Oxley Act and other applicable securities laws, rules and regulations.</p> <p>A copy of the Disclosure Policy will be made available on the Company's website upon its listing on ASX and NASDAQ.</p>
(5.2) Board receipt of market announcements	Yes	In accordance with the Company's Disclosure Policy, the Disclosure Committee, to consist of the MD & CEO, the Chief Financial Officer and the Company Secretary, are responsible for ensuring that the Board receives a copy of any announcements made by the Company promptly after they are made.
(5.3) Investor and analyst presentations	Yes	In accordance with the Company's Disclosure Policy, the Company will ensure that copies of new and substantive investor or analyst presentations that contain new material information are released on the ASX platform ahead of the presentation.

PRINCIPLE 6: Respect the rights of security holders

RECOMMENDATION	COMPLIANCE	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(6.1) Information on website	Yes	<p>The Company will provide all relevant information concerning its activities and governance on its website.</p> <p>There will be a dedicated corporate governance section of the website. In addition, the Company's website will maintain timely information with respect to Anteris' financial performance and posts links to all announcements, notices of meetings and annual financial reports.</p> <p>The website will also include a 'Contact Us' feature for shareholders, and other interested parties, to contact the Company.</p>
(6.2) Investor relations programs	Yes	The Company has an investor relations program to facilitate effective two-way communication with investors.

For personal use only

(6.3) Facilitate participation at meetings of security holders	Yes	The Company will use technology to facilitate the participation of shareholders in meetings. The Company will also provide a direct voting facility to allow shareholders to vote ahead of meetings without having to attend or appoint a proxy. Shareholders are encouraged to participate in general meetings and will be given an opportunity to ask questions of the Company and its external auditor at each annual general meeting of the Company.
(6.4) Substantive resolutions	Yes	All resolutions including substantive resolutions at an Annual General Meeting or Extraordinary General Meeting of shareholders are decided by a poll rather than a show of hands.
(6.5) Facilitate electronic communications	Yes	The Company will provide investors the option to receive communications from and send communications to the Company and the share registry electronically.

PRINCIPLE 7: Recognise and manage risk

RECOMMENDATION	COMPLIANCE	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(7.1) Risk Committee	Yes	<p>The Company does not have a separate risk committee, however, the Audit and Risk Committee, as constituted under the Audit and Risk Committee Charter, is responsible for, amongst other things:</p> <ul style="list-style-type: none"> • reviewing reports prepared by management and external auditors on the effectiveness of internal controls, risk management systems and the management of material business risks; • approving and monitoring the Company's risk management framework; • reviewing and assessing the effectiveness of the Company's internal controls, policies, programs, guidelines and procedures which form the Company's risk management framework and reporting systems; and • preparing reports for and making recommendations to the Board in relation to risk management reporting and governance policies. <p>The Audit and Risk Committee must comprise at least three Directors, with each being required to satisfy the independence requirements of the NASDAQ listing standards and any applicable independence rules promulgated by the United States Securities and Exchange Commission. At least one member of the Audit and Risk Committee must be a financial expert as defined under applicable rules of the United States Securities and Exchange Commission. The Audit and Risk Committee must also consist of only non-executive Directors and a majority being independent Directors, as determined by the Board in accordance with the ASX Corporate Governance Principles.</p> <p>The chair of the Audit and Risk Committee must also be an independent Director and who is not also the chair of the Board.</p> <p>Details of the qualifications and experience of the members of the Audit and Risk Committee will be disclosed by the Company in its Annual Report. In addition, for each reporting period, the Company will disclose the members of the Audit and Risk Committee, the number of times the Audit and Risk Committee met during the reporting period and the individual attendances</p>

		<p>of the members of the Audit and Risk Committee at those meetings.</p> <p>A copy of the Audit and Risk Committee Charter will be made available on the Company's website upon its listing on ASX and NASDAQ.</p> <p>The composition, governance and other requirements in relation to the Audit and Risk Committee are subject to certain phase-in periods under the NASDAQ listing standards.</p>
(7.2) Annual risk review	Yes	<p>The Board, in consultation with the Audit and Risk Committee annually reviews the risk management practices of the Company to satisfy itself that they continue to be adequate and appropriate and that the Company manages risk within the risk appetite, policies and framework approved by the Board. Details of whether such a review has been undertaken in relation to each reporting period will be disclosed by the Company.</p>
(7.3) Internal audit	Yes	<p>While the Company does not have a formal internal audit function, consistent with the Audit and Risk Committee Charter, the Company employs processes for evaluating and regularly improving the effectiveness of its risk management and internal control processes. These are contained in the Company's various risk management policies.</p>
(7.4) Environmental and social risks	Yes	<p>The Company will include disclosure regarding material exposure to environmental or social risks, and how the Company manages or intends to manage such risks, in its Annual Report.</p> <p>The Company is subject to environmental regulation and other licences due to its research, development and manufacturing. The Company complies with all relevant Federal, State and Local environmental regulations. The Board is not aware of any breach of applicable environmental regulations by the Company.</p> <p>The Company has various policies, including its Code of Business Ethics, all aimed at addressing the social risks of crime, corruption, employee and customer/supplier mistreatment.</p>

PRINCIPLE 8: Remunerate fairly and responsibly

RECOMMENDATION	COMPLIANCE	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(8.1) Remuneration Committee	Yes	<p>The Compensation Committee, as constituted by the Company under the Compensation Committee Charter, will consist of at least three directors</p> <p>The Compensation Committee must comprise at least three Directors, with each being required to satisfy the independence requirements of the NASDAQ listing standards. A majority of the Compensation Committee must be independent Directors, as determined by the Board in accordance with the ASX Corporate Governance Principles. The chair of the Compensation Committee must be an independent Director.</p> <p>The purpose of the Compensation Committee is to review and make recommendations to the Board in relation to the overall compensation policy for the Company. The full role and</p>

		<p>responsibilities of the Compensation Committee are set out in the Compensation Committee Charter.</p> <p>For each reporting period, the Company will disclose the members of the Compensation Committee, the number of times the Compensation Committee met during the relevant reporting period and the individual attendances of the members of the Compensation Committee at those meetings.</p> <p>A copy of the Compensation Committee Charter will be made available on the Company's website upon its listing on ASX and NASDAQ.</p> <p>The composition, governance and other requirements in relation to the Compensation Committee are subject to certain phase-in periods under the NASDAQ listing standards.</p>
(8.2) Disclosure of Executive and Non-Executive Director remuneration policy	Yes	<p>The Compensation Committee is responsible for reviewing the information to be disclosed by the Company in its reporting documents in relation to compensation matters, including the Company's Compensation Discussion and Analysis, prepared in accordance with the regulations promulgated by the United States Securities and Investments Commission, and recommending such information to the Board for inclusion in the Company's Annual Report and/or proxy statement.</p> <p>The Compensation Committee will also prepare and approve a compensation committee report on executive compensation for inclusion in the Company's Annual Report and/or proxy statement.</p>
(8.3) Policy on hedging equity incentive schemes	Yes	<p>The Company utilises an equity-based remuneration scheme.</p> <p>The Company's Securities Dealing Policy sets out restrictions on trading in the Company's securities, including by Directors and employees. The Securities Dealing Policy also includes a prohibition on participants in the Company's equity-based remuneration schemes entering into transaction to hedge or otherwise limit the economic risks associated with the Company's securities acquired under an equity-based remuneration scheme.</p> <p>A copy of the Securities Dealing Policy will be made available on the Company's website upon its listing on ASX and NASDAQ.</p>

Additional recommendations that apply only in certain cases

RECOMMENDATION	COMPLIANCE	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(9.1) Director that does not speak the language meetings are held in or which key corporate documents are written	N/A	Not applicable.
(9.2) Meetings of security holders should be held at a reasonable place and time	Yes	The Company will ensure that meetings of its security holders are held at a reasonable time and place, and will utilise available technologies to facilitate participation by its securityholders located in various jurisdictions.
(9.3) Listed entity's established outside Australia should ensure attendance of external auditor at AGM	Yes	The Company's external auditor will attend the Company's annual shareholder meeting and be available to answer questions from the Company's shareholders that are relevant to the conduct or results of the audit.