

CORPORATE GOVERNANCE STATEMENT



Policy Last Updated: 12 March 2025

1. INTRODUCTION

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 complies 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.

For the period 1 January 2024 to 15 December 2024, the ultimate parent entity was Anteris Technologies Ltd. From 16 December 2024, the ultimate parent entity is Anteris Technologies Global Corp. This Corporate Governance Statement is current as at 12 March 2025.

2. 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 “<i>Corporate Governance Guidelines</i>”) 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,</p>



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		<p>the leadership structures of the Board and the establishment of committees of the Board.</p> <p>A copy of the Corporate Governance Guidelines is available on the Company's website.</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> <p>A copy of this Policy is available on the Company's website.</p> <p>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 Conduct and Ethics, Whistleblower Protection and Non-retaliation 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</p>

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		<p>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 objectives, 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 2024, the human resources of the Company including Anteris Technologies Ltd, the predecessor entity to the Company, comprised 49% female and 51% 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>A performance review was undertaken in relation to the Board and the Board Committees during 2024 through surveys of each individual director coupled with a Board discussion of the key findings and key themes. Aspects of individual director evaluation and feedback are provided as part of the formal review of the Board and Board Committees as well as on a periodic basis at Board and Committee meetings allowing continuous improvement.</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>Performance against Company objectives is assessed periodically throughout the year and a formal performance evaluation for staff including senior management is completed each annual Reporting Period. An online performance and development system has been implemented.</p>

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3. PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

RECOMMENDATION	COMPLIANCE	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(2.1) Nomination Committee	Yes	<p>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 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 members of the Nominating and Corporate Governance Committee are Mr John Seaberg, Mr Stephen Denaro and Dr. Wenyi Gu, The Nominating and Corporate Governance Committee Charter is available on the Company's website.</p> <p>In 2024, a separate Nomination Committee was not formed. The Board considered during 2024 that, based on the Company's stage of development, no benefits or efficiencies were to be gained by delegating this function to a separate committee. The full Board carried out the duties of the Nomination Committee and in so acting, followed the Nominations Committee Charter.</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; • Biotechnology and Medical Technology; • Global Health Care; • Nasdaq experience; • Corporate Finance and capital investment; • Global/International corporate experience; • Executive leadership / Management; • Governance, risk and compliance; and • ASX experience.



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<p>(2.3) Disclose independence and length of service</p>	<p>Yes</p>	<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 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 • 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 is set out on the Company’s website.</p>
<p>(2.4) Majority of directors are independent</p>	<p>Yes</p>	<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</p>

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		<p>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.</p> <p>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	The Chairman, Mr John Seaberg, is an independent director. The role of the MD & CEO is performed by another director, Mr Wayne Paterson.
(2.6) Induction and professional development	Yes	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 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.

4. 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 on the Company's website.
(3.2) Code of conduct	Yes	The Company has adopted a Code of Business Conduct and 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.

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		<p>The Code of Business Conduct and 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 Conduct and Ethics is available on the Company's website.</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 is available on the Company's website.</p>
(3.4) Anti bribery and Corruption Policy	Yes	<p>The Company's Code of Business Conduct and Ethics includes policies and procedures relating to anti-bribery and corruption, including prohibited corrupt practices and political contributions. The Code of Business Conduct and 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 Conduct and 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 Conduct and Ethics is available on the Company's website.</p>

5. 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>



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		<p>Details of the qualifications and experience of the members of the Audit and Risk Committee are disclosed on the Company's website. For the year ended 31 December 2024, the Committee comprised Mr Stephen Denaro, Mr John Seaberg and Dr. Wenyi Gu. All three directors attended all seven meetings held during the year.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website.</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>
(4.3) Safeguard the integrity of periodic corporate reports	Yes	<p>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.</p>

6. 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>



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		A copy of the Disclosure Policy is available on the Company's website.
(5.2) Board receipt of market announcements	Yes	In accordance with the Company's Disclosure Policy, the Disclosure Committee consists of the MD & CEO, the Chief Financial Officer, the Chief Operating 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.

7. 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 is a dedicated corporate governance section on the website. In addition, the Company's website maintains 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 includes 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.
(6.3) Facilitate participation at meetings of security holders	Yes	<p>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.</p> <p>In 2025, the approach to the meeting of shareholders may change to be consistent with market practice for Nasdaq listed entities.</p>
(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.



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8. 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>For the year ended 31 December 2024, the Committee comprised Mr Stephen Denaro, Mr John Seaberg and Dr. Wenyi Gu. All three directors attended all seven meetings held during the year. Details of the qualifications and experience of the members of the Audit and Risk Committee are disclosed on the Company's website.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website.</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,</p>



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		<p>policies and framework approved by the Board. The Board of Directors reviewed the risks related to the business during the year and the Audit and Risk Management Committee considered targeted risk management matters at various meetings.</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 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 Conduct and Ethics, all aimed at addressing the social risks of crime, corruption, employee and customer/supplier mistreatment.</p>

9. 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, consists 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 responsibilities of the Compensation Committee are set out in the Compensation Committee Charter.</p> <p>The members of the Compensation Committee in 2024 are Mr John Seaberg, Mr Steve Denaro and Dr. Wenyi Gu. One meeting was held in 2024 and all members attended.</p> <p>A copy of the Compensation Committee Charter is available on the Company's website.</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>



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(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 Exchange 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 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 Insider Trading and Securities Dealing Policy sets out restrictions on trading in the Company's securities, including by directors and employees. The Insider Trading and 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 Insider Trading and Securities Dealing Policy is available on the Company's website.</p>

10. 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.

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Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

Anteris Technologies Global Corp.
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ABN/ARBN

677 960 235

Financial year ended:

31 December 2024

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://anteristech.com/investors/corporate-governance.html>

The Corporate Governance Statement is accurate and up to date as at 3 March 2025 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 12 March 2025

Name of authorised officer authorising lodgement: Wayne Paterson

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our Corporate Governance Guidelines at: https://anteristech.com/investors/corporate-governance.html	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed a copy of our Diversity Policy at: https://anteristech.com/investors/corporate-governance.html</p> <p>and we have disclosed the information referred to in paragraph (c) in the Corporate Governance Statement at: https://anteristech.com/investors/corporate-governance.html</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement at: https://anteristech.com/investors/corporate-governance.html</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the corporate governance statement at: https://anteristech.com/investors/corporate-governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement at: https://anteristech.com/investors/corporate-governance.html</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in the Corporate Governance Statement at: https://anteristech.com/investors/corporate-governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the Nominating and Corporate Governance Committee Charter at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p> <p>and the information referred to in paragraphs (4) and (5) at:</p> <p>Not applicable</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix in the Corporate Governance Statement at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director. 	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in the Corporate Governance Statement at: https://anteristech.com/investors/corporate-governance.html and, where applicable, the information referred to in paragraph (b) in the Corporate Governance Statement at: https://anteristech.com/investors/corporate-governance.html and the length of service of each director on the Company's website.	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://anteristech.com/about-us.html	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. 	<input checked="" type="checkbox"/> and we have disclosed our Code of Business Conduct and Ethics at: https://anteristech.com/investors/corporate-governance.html	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our Whistleblower Protection and Non-Retaliation policy at: https://anteristech.com/investors/corporate-governance.html	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy as part of our Code of Business Conduct and Ethics at: https://anteristech.com/investors/corporate-governance.html	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the Audit and Risk Committee Charter at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p> <p>and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>Not applicable.....</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy in the Disclosure Policy at: https://anteristech.com/investors/corporate-governance.html	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://anteristech.com/investors/corporate-governance.html	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://anteristech.com/investors/corporate-governance.html	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input checked="" type="checkbox"/> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the Audit and Risk Committee at: https://anteristech.com/investors/corporate-governance.html and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement at https://anteristech.com/investors/corporate-governance.html</p> <p><i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: Not applicable</p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input checked="" type="checkbox"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in the Corporate Governance Statement at: https://anteristech.com/investors/corporate-governance.html	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>Not applicable</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks in the Corporate Governance Statement at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>Not applicable</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the Nominating and Corporate Governance Committee charter at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p> <p>and the information referred to in paragraphs (4) and (5) in the Corporate Governance Statement at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>Not applicable</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Corporate Governance Statement at:</p> <p>https://anteristech.com/investors/corporate-governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it in our Insider Trading and Securities Dealing Policy at: https://anteristech.com/investors/corporate-governance.html</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	<p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed information about the processes in place at: [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
9.2	<p>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
9.3	<p>A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable</p> <p><input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

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ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the information referred to in paragraphs (a) and (b) at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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