

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Anteris Technologies Ltd

ABN/ARBN

35 088 221 078

Financial year ended:

31 December 2020

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/about/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 15 April 2021 and has been approved by the board.

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

Date:

Name of authorised officer
authorising lodgement:

Stephen Denaro

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 <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
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.	☒ and we have disclosed a copy of our board charter at: https://anteristech.com/about/corporate-governance	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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.	☒	☐ set out in our Corporate Governance Statement OR ☐ 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 <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
1.5	A listed entity should: (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: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (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. 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.	☒ and we have disclosed a copy of our diversity policy at: https://anteristech.com/about/corporate-governance and we have disclosed the information referred to in paragraph (c) in the Corporate Governance Statement at: https://anteristech.com/about/corporate-governance 	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

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
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement at: https://anteristech.com/about/corporate-governance 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/about/corporate-governance 	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (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.	☒ and we have disclosed the evaluation process referred to in paragraph (a) in the Corporate Governance Statement at: https://anteristech.com/about/corporate-governance 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/about/corporate-governance 	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

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	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: not applicable and the information referred to in paragraphs (4) and (5) at: not applicable [If the entity complies with paragraph (b):] 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 is included in the Corporate Governance Statement at: https://anteristech.com/about/corporate-governance 	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	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.	☒ and we have disclosed our board skills matrix in the Corporate Governance Statement at: https://anteristech.com/about/corporate-governance 	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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
2.3	A listed entity should disclose: (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.	☒ 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/about/corporate-governance and, where applicable, the information referred to in paragraph (b) in the Corporate Governance Statement at: https://anteristech.com/about/corporate-governance and the length of service of each director in the Annual report at: https://anteristech.com/investors#FinancialReports	☐ set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	☒	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ 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.	☒	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ 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.	☒	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

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 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values in the Corporate Governance Statement at: https://anteristech.com/about/corporate-governance	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (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	☒ and we have disclosed our code of conduct at: https://anteristech.com/about/corporate-governance	☐ set out in our Corporate Governance Statement
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.	☒ and we have disclosed our whistleblower policy at: https://anteristech.com/about/corporate-governance	☐ 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.	☒ and we have disclosed our anti-bribery and corruption policy as part of our Code of Conduct at: https://anteristech.com/about/corporate-governance	☐ 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
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: https://anteristech.com/about/corporate-governance..... and the information referred to in paragraphs (4) and (5) in the Annual report at: https://anteristech.com/investors#FinancialReports 	☐ set out in our Corporate Governance Statement
4.2	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.	☒	☐ set out in our Corporate Governance Statement
4.3	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.	☒	☐ set out in our Corporate Governance Statement

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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
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.	☒ and we have disclosed our continuous disclosure compliance policy at: https://anteristech.com/about/corporate-governance	☐ 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.	☒	☐ 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.	☒	☐ 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.	☒ and we have disclosed information about us and our governance on our website at: https://anteristech.com/about/corporate-governance	☐ 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.	☒	☐ 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
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders in our Corporate Governance Statement at: https://anteristech.com/about/corporate-governance	☐ 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.	☒	☐ set out in our Corporate Governance Statement
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.	☒	☐ set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the Audit and Risk Management Committee at: https://anteristech.com/about/corporate-governance and the information referred to in paragraphs (4) and (5) in the Annual Report at: https://anteristech.com/investors#FinancialReports	☐ 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
7.2	The board or a committee of the board should: (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 (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ 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/about/corporate-governance.....	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (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.	☒ 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 in our Corporate Governance Statement at: https://anteristech.com/about/corporate-governance.....	☐ set out in our Corporate Governance Statement
7.4	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.	☒ and we have disclosed whether we have any material exposure to environmental and social risks in the Corporate Governance Statement at: https://anteristech.com/about/corporate-governance.....	☐ 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
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (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 (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.	☒ and we have disclosed a copy of the charter of the committee at: https://anteristech.com/about/corporate-governance..... and the information referred to in paragraphs (4) and (5) in the Annual Report at: https://anteristech.com/investors#FinancialReports	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	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.	☒ 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 is located in our Corporate Governance Statement at: https://anteristech.com/about/corporate-governance..... and the Annual report at https://anteristech.com/investors#FinancialReports	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable

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
8.3	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it in our Securities Trading Policy at: ... https://anteristech.com/about/corporate-governance	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	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.	☐ and we have disclosed information about the processes in place in the Corporate Governance Statement at: Not applicable.....	☐ set out in our Corporate Governance Statement <u>OR</u> ☒ we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐ Not applicable.....	☐ set out in our Corporate Governance Statement <u>OR</u> ☒ we are established in Australia and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	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.	☐ Not applicable.....	☐ set out in our Corporate Governance Statement <u>OR</u> ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

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ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: Not applicable.....	☐ set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: Not applicable.....	☐ set out in our Corporate Governance Statement

Anteris Technologies Ltd

Corporate Governance Statement

This Corporate Governance Statement relates to the financial year ended 31 December 2020 and is current as at 15 April 2021.

Principle 1: Lay solid foundations for management and oversight

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(1.1) Role of Board and management	The Board has established a clear distinction between the functions and responsibilities reserved for the Board and those delegated to management, as set out in the Anteris Technologies Ltd ("Anteris") Board Charter (Charter). The Charter also provides an overview of the roles of the Chair, individual Directors, the Managing Director and Chief Executive Officer (MD & CEO) and the Company Secretary. A copy of the Charter is available in the Corporate Governance section of the Company's website.
(1.2) Senior executive appointments and information regarding the election and re-election of directors	Anteris 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. Anteris has procedures in place to ensure that material information relevant to a decision to elect or re-elect a director, is disclosed in the notice of meeting provided to shareholders.
(1.3) Written contracts of appointment	In addition to being set out in the Charter, the roles and responsibilities of Directors are also formalised in a letter of appointment. The letters of appointment specify the term of appointment, time commitment envisaged, expectations in relation to committee work or any other special duties attaching to the position, remuneration arrangements, disclosure obligations in relation to personal interests, confidentiality obligations, insurance and indemnity entitlements and refer to the Company's key governance policies. Each senior executive enters into a 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. Contract details of senior executives which are Key Management Personnel are summarised in the Remuneration Report which is included in the Annual Report.
(1.4) Company Secretary	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. Details of the Company Secretary's experience and qualifications are set out in the Annual Report. We note that the Company Secretary is also a Director.

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(1.5) Diversity	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. 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. The Diversity Policy operates alongside the Company's Code of Conduct and Anti-Discrimination and Equal Employment Opportunity Policy, Anti-Harassment and Bullying Policy and Whistleblower Policy. The Company's objective is to foster a corporate culture that embraces and values diversity and inclusion regardless of gender, ethnicity or sexual preference. For the year ended 31 December 2020, the Company's Human Resources comprised 46% female and 54% male employees with multiple ethnic backgrounds.
(1.6) Board reviews	A performance review was undertaken in relation to the Board and the Board Committees during 2020 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.
(1.7) Management reviews	Performance against Company objectives is assessed periodically throughout the year and a formal performance evaluation for senior management is completed for the Reporting Period. An online performance and development system has been implemented.

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

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(2.1) Nomination Committee	A separate Nomination Committee has not been formed. The Board considers that, based on the Company's stage of development, no benefits or efficiencies are to be gained by delegating this function to a separate committee. The full Board carries out the duties of the Nomination Committee. If a vacancy exists, through whatever cause, the Board considers candidates with the appropriate expertise and experience. In so acting, the full Board follows the Nominations Committee Charter which is available on the Company's website.

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(2.2) Board skills matrix	The Company's objective is to have an appropriate mix of expertise and experience on the Board and its Committees in accordance with the Company's Diversity Policy so that the Board can effectively discharge its corporate governance and oversight responsibilities. This mix is described below. Expertise: • Finance • Strategy • Marketing • Bio and Medical Technology • Corporate Finance and capital investment • Global/International corporate experience • Executive leadership / Management • Governance, risk and compliance The Board is comfortable with the skills matrix represented by the current Board. The Board intends to review the current composition, skills and diversity in 2021.
(2.3) Disclose independence and length of service	The Board annually assesses the independence of each Non-Executive Director. During the course of this year's assessment, the Board: • noted that for part of the year Dr Yanheng Wu (resigned 15 December 2020) had an indirect controlling interest in entities that had a material interest in the Company. In this regard, the Board noted that this was unlikely to result in instances where his interests would be different to the interests of other shareholders, but where conflicts existed, appropriate measures were taken to remedy that conflict; • noted that Dr Wenyi Gu was nominated by an entity that previously had a material interest in the Company. This entity no longer has a material interest. In this regard, the Board noted that the nominating entity did not require him to act in the interests of that entity and did not impact his ability to act independently. In addition, where he may have been reasonably perceived to be influenced by those nominating entities, but where actual or perceived conflicts existed, appropriate measures were taken to remedy that conflict; • noted that 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; • noted that Mr John Seaberg and Mr Stephen Denaro were granted Options that include performance conditions linked to the growth in the Anteris 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; and • noted that notwithstanding the nature of their interests or circumstances of their appointment, each of Dr Yanheng Wu (resigned 15 December 2020) and Dr Wenyi Gu will be subject to director duties imposed by law. The length of service of each of the Directors is set out in the Company's Annual Report.

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(2.4) Majority of directors are independent	The majority of Directors by the end of 2020 are independent. The Chairman, Mr John Seaberg and Director, Mr Stephen Denaro are considered independent. Mr Wayne Paterson the MD & CEO is not considered independent, by virtue of him being an Executive of the Company. Dr Wenyi Gu was not considered to be independent previously given his appointment was nominated by entities that had a material interest in the Company. As those entities no longer have a material interest, he is now considered independent. Dr Yanheng Wu was not considered to be independent given he had an indirect controlling interest in entities that had a material interest in the Company. Yanheng resigned on 15 December 2020.
(2.5) Chair is independent	The Chairman, Mr John Seaberg, is an independent Non-Executive Director. The role of the MD & CEO is performed by another Director.
(2.6) Induction and professional development	An induction process including appointment letters exists to promote early, active and relevant involvement of new members of the Board. All Anteris Directors are invited to become members of the Australian Institute of Company Directors (AICD) 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 Nomination Committee Charter, regularly reviews 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	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(3.1) Values	The Company has embraced core values of Accountability, Objectivity, Respect, Teamwork, Integrity and Courage.
(3.2) Code of conduct	The Company has adopted a Code of Conduct which provides guidance to Directors, officers, 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. A copy of the Code of conduct is available on the Company's website. The Code of Conduct was last reviewed by the Board in March 2020.
(3.3) Whistleblower Policy	The Company has a Whistleblower Policy to encourage employees and stakeholders to report conduct that is inconsistent with the values upon which the company operates. A copy is available on the Company's website
(3.4) Anti bribery and Corruption Policy	The Company's Code of Conduct includes the Company's Anti Bribery and Corruption Policy. A copy is available on the Company's website.

Principle 4: Safeguard integrity of corporate reports

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(4.1) Audit Committee	The Company has established an Audit and Risk Management Committee (ARMC). The ARMC assists the Board to monitor the Company's financial reporting and auditing, as well as the management of risks. The ARMC comprises of the following three members, all of whom are nonexecutive directors and the majority of whom are independent directors: • Mr Stephen Denaro (Chair); • Mr John Seaberg; and • Dr Wenyi Gu. Mr Denaro, Chair of the ARMC, is an independent Non-Executive Director and is not the Chair of the Board. The Chief Financial Officer and the Company's external auditors are usually in attendance at ARMC meetings by invitation. Members of the ARMC possess the requisite accounting and financial expertise and/or have a sufficient understanding of the industry in which the Company operates, to effectively carry out the ARMC's mandate. Please refer to the Annual Report for qualifications and attendance at ARMC Meetings. Members are also able to seek independent external advice in order to carry out their duties on the ARMC to assess the integrity of the financial statements.
(4.2) CEO and CFO certification of financial statements	The MD & CEO and the Chief Financial Officer provide a declaration to the Board as part of the financial reporting process. The declaration states that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial condition and operational results, and are in accordance with relevant accounting standards in accordance with section 295A of the Corporations Act 2001. The ARMC and Board notes this written advice when considering the financial accounts of the Company.
(4.3) Safeguard the integrity periodic corporate reports	Anteris provides quarterly reports (Appendix 4C) which includes the financial performance for the quarter as well as the Company's progress on business activities. These reports are reviewed by the Chairman, Chief Executive Officer, Company Secretary and Chief Financial Officer prior to release. In addition, individual components are also reviewed by management with responsibility for the specific component subject matter.

Principle 5: Make timely and balanced disclosure

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(5.1) Disclosure and Communications Policy	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. The Company has developed a Continuous Disclosure and Shareholder Communication Policy which aims to ensure timely compliance with the Company's obligations under the ASX Listing Rules to facilitate communication with shareholders. A copy of this policy is available on the Company's website. The Company Secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for ensuring compliance with continuous disclosure requirements of the ASX Listing Rules and overseeing and co-ordinating information disclosures.
(5.2) Board receipt of market announcements	The Company Secretary ensures that the Board receives a copy of any ASX announcements promptly after an announcement has been made.

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(5.3) Investor and analyst presentations	The Company ensures 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 in accordance with the Continuous Disclosure and Shareholder Communication Policy. Presentations that do not contain new material information are regularly uploaded onto the Company's website.

Principle 6: Respect the rights of security holders

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(6.1) Information on website	The Company provides all relevant information concerning its activities and governance on its website. There is a dedicated corporate governance section found under the 'About' tab of the website home page. In addition, the Company's website maintains timely information with respect to Anteris' financial performance and posts links to all announcements to the ASX, notices of meetings, annual reports and financial statements. The website also includes a 'Contact Us' feature for shareholders, and other interested parties, to contact the Company communications function for information on relevant activities.
(6.2) Investor relations programs	Shareholders are invited to attend the Company's annual general meeting and are given the opportunity to address questions to the Board and the Company's external auditors. Shareholders are encouraged to follow official Company social media channels for regular updates and general enquiries may also be directed to the Company via the contact form on the Company's website.
(6.3) Facilitate participation at meetings of security holders	Anteris uses technology to facilitate the participation of shareholders in meetings. The Company also provides a direct voting facility to allow shareholders to vote ahead of the meeting without having to attend or appoint a proxy. Shareholders are encouraged to participate in general meetings and are given an opportunity to ask questions of the Company and its auditor at the annual general meeting.
(6.4) Substantive resolutions	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	Anteris provides 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	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(7.1) Risk Committee	The Board, through the ARMC, oversees the process for identifying and managing material risks in the Company in accordance with the Company's risk management policy.
(7.2) Annual risk review	The ARMC annually reviews the risk management practices of the Company to satisfy itself that it continues to be sound and that the Company manages risk within the Board approved risk appetite. A review of the Company's risks and risk appetite was completed by the ARMC and Board in 2020.
(7.3) Internal audit	While the Company does not have a formal internal audit function, it employs processes for evaluating and regularly improving the effectiveness of its risk management and internal control processes. These are contained in the Company's risk management policies. The external audit function is performed by HLB Mann Judd.

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(7.4) Environmental and social risks	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. The Company has policies in relation anti-bribery and corruption, diversity, a code of conduct and a statement of corporate values all aimed at addressing the social risks of crime, corruption, employee and customer/supplier mistreatment.

Principle 8: Remunerate fairly and responsibly

RECOMMENDATION	ANTERIS' COMPLIANCE WITH RECOMMENDATIONS
(8.1) Remuneration Committee	The Remuneration Committee comprises of the following three members, a majority of whom are independent Non-Executive Directors: • Mr John Seaberg (Chair); • Mr Stephen Denaro; and • Dr Wenyi Gu. The purpose of the Remuneration Committee is to review and make recommendations to the Board in relation to the overall remuneration policy for the Company. The full role and responsibilities of the Remuneration Committee are contained in the Remuneration Committee Charter, which is available on the Company's website. The Board determines the level of remuneration for Directors based on the provision of services to the Company. Remuneration levels are set with reference to industry and market conditions. Details of the Company's remuneration policy are set out in the Remuneration Report. The remuneration report is included in the Annual Report and sets out the remuneration for all key management personnel.
(8.2) Disclosure of Executive and Non-Executive Director remuneration policy	The Company seeks to attract and retain high performance Directors and Executives with appropriate skills, qualifications and experience to add value to the Company and fulfil the roles and responsibilities required. Non-Executive Directors (excluding Dr Yanheng Wu during his appointment) are paid a fixed fee for their services plus Mr John Seaberg and Mr Stephen Denaro were granted options that include performance conditions linked to the growth in the Anteris share price which were approved by shareholders at the Extraordinary General Meeting on 26 February 2020. Remuneration including superannuation is a composite fee (covering all Board and Committee responsibilities). No other retirement benefits schemes are in place with respect to Non-Executive Directors.
(8.3) Policy on hedging equity incentive schemes	Anteris has adopted a written Securities Trading Policy (STP) which is available on the Company's website. The STP addresses hedging unvested entitlements and prohibits restricted persons from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities.



ANTERIS