

Results of Annual General Meeting

Perth, Australia – 31 October 2023: Orthocell Limited (ASX: OCC, “Orthocell” or “the Company”) advises that its Annual General Meeting of Shareholders was held today at 10.00 am AWST.

The resolutions were voted in accordance with the Notice of Annual General Meeting previously advised to the Australian Securities Exchange, with all resolutions being passed on a poll.

Resolution 5 (Approval of Additional 10% Placement Capacity) and Resolution 14 (Replacement of Constitution) were passed by a sufficient majority as special resolutions.

Further information required by section 251AA(2) of the Corporations Act 2001 (Cth) is attached.

Release authorised by:

Paul Anderson
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About Orthocell Limited

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Orthocell is a regenerative medicine company focused on regenerating mobility for patients by developing products for the repair of a variety of bone and soft tissue injuries. Orthocell’s portfolio of products include CelGro™, a collagen medical device which facilitates tissue reconstruction and healing in a variety of dental and orthopaedic reconstructive applications. Striate+™ was the first product approved for dental GBR applications, is cleared for use in US FDA (510k), Australia (ARTG) and Europe (CE Mark) and is distributed globally by BioHorizons Implant Systems Inc. Remplir™, for peripheral nerve reconstruction, recently received approval and reimbursement in Australia and is distributed exclusively by Device Technologies in the Australian market SmrtGraft™, for tendon repair, is available in Australia under Special Access Scheme or participation in a clinical trial. The Company’s other major products are autologous cell therapies which aim to regenerate damaged tendon and cartilage tissue. Orthocell is accelerating the development of its tendon cell therapy in the US with technology transfer, manufacturing scale up and FDA engagement in advance of a randomised controlled study under FDA supervision.

For more information on Orthocell, please visit www.orthocell.com or follow us on Twitter [@OrthocellLtd](https://twitter.com/OrthocellLtd) and LinkedIn www.linkedin.com/company/orthocell-ltd

Forward Looking Statement



Any statements in this press release about future expectations, plans and prospects for the Company, the Company's strategy, future operations, and other statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue," and similar expressions, constitute forward-looking statements. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the Company's ability to successfully develop its product candidates and timely complete its planned clinical programs and the Company's ability to obtain marketing approvals for its product candidates. In addition, the forward-looking statements included in this press release represent the Company's views as of the date hereof. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date hereof.



Disclosure of Proxy Votes

Orthocell Limited

Annual General Meeting

Tuesday, 31 October 2023



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In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

			Proxy Votes				Poll Results (if applicable)			Results
Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 Non Binding Resolution to adopt Remuneration Report	P	29,361,228	23,177,863 78.94%	1,451,297 4.94%	106,352	4,732,068 16.12%	30,604,214 95.47%	1,451,297 4.53%	106,352	-
2 Re-election of Dr Ravi Thadhani as a Director	P	45,235,248	40,244,180 88.97%	254,416 0.56%	145,863	4,736,652 10.47%	47,675,115 99.47%	254,416 0.53%	145,863	Passed
3 Re-election of Mr John Van Der Wielen as a Director	P	45,235,248	40,217,885 88.91%	280,711 0.62%	145,863	4,736,652 10.47%	47,648,820 99.41%	280,711 0.59%	145,863	Passed
4 Re-election of Mr Matthew Callahan as a Director	P	45,235,248	40,171,258 88.81%	327,338 0.72%	145,863	4,736,652 10.47%	47,602,193 99.32%	327,338 0.68%	145,863	Passed
5 Approval of Additional 10% Placement Capacity	P	45,312,192	39,412,786 86.98%	1,188,754 2.62%	68,919	4,710,652 10.40%	46,817,721 97.52%	1,188,754 2.48%	68,919	Passed
6 Proposed issue of Shares to Mr John Van Der Wielen (Director) (or his nominee(s))	P	45,355,459	38,612,723 85.13%	2,029,565 4.47%	25,652	4,713,171 10.39%	46,020,177 95.78%	2,029,565 4.22%	25,652	Passed
7 Grant of Plan Options to Ms Nicole Telford (or her nominee(s))	P	29,401,928	22,516,237 76.58%	2,173,804 7.39%	6,969,457	4,711,887 16.03%	29,922,407 93.23%	2,173,804 6.77%	6,969,457	Passed
8 Grant of Plan Options to Professor Lars Lidgren (or his nominee(s))	P	29,399,828	22,533,629 76.65%	2,154,312 7.33%	983,468	4,711,887 16.03%	29,939,799 93.29%	2,154,312 6.71%	983,468	Passed



			Proxy Votes				Poll Results (if applicable)			Results
Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
9 Ratification of the issue of Options to Dr Ravi Thadhani	P	45,347,359	38,643,506 85.22%	1,985,185 4.38%	33,752	4,718,668 10.41%	46,056,457 95.87%	1,985,185 4.13%	33,752	Passed
10 Ratification of the issue of Options to Mr John Van Der Wielen	P	45,281,359	38,527,506 85.08%	2,035,185 4.49%	99,752	4,718,668 10.42%	45,940,457 95.76%	2,035,185 4.24%	99,752	Passed
11 Ratification of the issue of Tranche 1 Options to a nominee of Veritas Securities Limited	P	45,243,359	38,413,129 84.90%	2,110,459 4.66%	137,752	4,719,771 10.43%	45,827,183 95.60%	2,110,459 4.40%	137,752	Passed
12 Ratification of the issue of Tranche 2 Options to a nominee of Veritas Securities Limited	P	45,242,284	38,393,129 84.86%	2,130,459 4.71%	138,827	4,718,696 10.43%	45,806,108 95.56%	2,130,459 4.44%	138,827	Passed
13 Increase in non-executive Directors' Fees	P	29,436,012	22,075,780 75.00%	2,584,580 8.78%	31,568	4,775,652 16.22%	29,545,715 91.96%	2,584,580 8.04%	31,568	Passed
14 Replacement of Constitution	P	45,176,495	38,546,081 85.32%	908,875 2.01%	204,616	5,721,539 12.66%	46,961,903 98.10%	908,875 1.90%	204,616	Passed

