

# ASX ANNOUNCEMENT

30 September 2024

## Update on Schemes, Nasdaq listing and US IPO

Anteris Technologies Ltd (ASX: AVR) (**ATL** or the **Company**) today announces that it has extended the timetable for the planned re-domiciliation to the United States and the listing on Nasdaq as referred to in the Scheme Booklet dated 2 September 2024. Subject to satisfaction of all applicable conditions, the Company still intends to implement the Schemes, including the resulting re-domiciliation to the United States and the associated initial public offering (**US IPO**) of Anteris Technologies Global Corp.'s (**ATGC**) common stock (**ATGC Shares**), during this calendar year.

### Key Points

- **Scheme meetings and EGM on 4 October 2024 deferred to accommodate changes to timetable. A revised date for the meetings will be communicated in the near future**
- **US IPO process continues to progress**
- **Scheme update to be filed on ASX with supplementary disclosure once available**
- **Participation in the Scheme intended to be expanded with new eligible countries**

### Overview & Update to Scheme Timetable

The Company refers to its announcement made on 2 September 2024 that the Supreme Court of Queensland had approved the distribution of the Scheme Booklet in relation to the proposed share and option schemes of arrangement between ATL and its shareholders (**Share Scheme**) and ATL and its optionholders (**Option Scheme**, and together with the Share Scheme, the **Schemes**), pursuant to which ATGC will acquire 100% of ATL's issued shares, ATL optionholders will exchange their options in ATL for equivalent securities in ATGC, and ATGC will become the new ultimate parent company of the Anteris Group effectively redomiciling the Company to the United States (**Re-domiciliation**).

As summarised in the Scheme Booklet, the timetable for the Re-domiciliation was dependent on several factors, including U.S. Securities and Exchange Commission (**SEC**) review of ATGC's Registration Statement on Form S-1 (US equivalent of a prospectus) and declaration of effectiveness. The Re-domiciliation is also conditional upon approval of the Schemes by ATL shareholders and optionholders, and approval by the Court.

While the Company continues to progress towards the US IPO, the original timetable has been extended. This change in timing is not unexpected when undertaking a complex cross border transaction and capital raising. The Company believes it does not reflect any negative sentiment or impediments to the proposed Scheme or the US IPO.

The Company will shortly seek orders from the Court to defer the Scheme meetings from 4 October 2024 until a later date, as well as adjourn the time of the Second Court Hearing originally scheduled for 8 October 2024.

The Company also advises that the ATL board has determined to postpone the Extraordinary General Meeting (**EGM**), originally scheduled to occur on 4 October 2024.

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The Company is continuing to develop an updated indicative timetable for the Schemes and the US IPO. The Company intends to hold the Scheme Meetings and EGM in October or November this year. ATL securityholders will be notified upon confirmation of updated details of the Scheme meetings, Second Court Hearing, EGM and the new indicative timetable.

The Company's board of directors maintains the advantages of the Re-domiciliation significantly outweigh the disadvantages and risks as outlined in the Scheme Booklet.<sup>1</sup> Accordingly, they continue unanimously to recommend shareholders vote in favour of the Share Scheme, subject to the Independent Expert continuing to conclude the Share Scheme is in the best interests of ATL shareholders, and that ATL optionholders vote in favour of the Option Scheme, subject to the Independent Expert continuing to conclude the Option Scheme is in the best interests of ATL optionholders.<sup>2</sup>

This announcement is not an offer to participate in the US IPO. No offers of ATGC Shares in the US IPO may be made until the Registration Statement on Form S-1 has been publicly filed with the SEC. Written offers of ATGC Shares in the US IPO will only be made pursuant to the Registration Statement on Form S-1.

The Company cannot guarantee that the US IPO will be successfully completed, including that there is no guarantee that an achievable issue price of ATGC Shares under the US IPO will be acceptable to the ATGC board of directors.

### **Ineligible Foreign Shareholders**

As noted in the Scheme Booklet, an ATL Shareholder will be an Ineligible Foreign Shareholder and therefore not be issued any ATGC CDIs or ATGC Shares under the Share Scheme, if the ATL Shareholder's registered address as at the Record Date is outside of Australia, New Zealand, the United States, Hong Kong, Singapore, the United Kingdom or Israel.

Based on shareholder feedback, the Company is seeking to expand these jurisdictions to include Canada, Malaysia, Switzerland, Denmark, Sweden, Belgium and Germany. Currently, advice is being obtained under the laws of these foreign jurisdictions to confirm whether it will be permissible to offer ATGC CDIs and ATGC Shares to ATL shareholders in these additional foreign jurisdictions.

The Company will provide details in relation to any additional jurisdictions in which the ATGC CDIs and ATGC Shares may be offered under the Share Scheme (if any), as well as supplementary disclosure on any other matters relevant to the Schemes, when the relevant information is available.

### **Further information**

Further information on the Schemes, Scheme Meetings and the Extraordinary General Meeting is provided in the Scheme Booklet. If ATL shareholders or ATL optionholders have additional questions about the Scheme Booklet or the Schemes, please contact the ATL Schemes Information Line on 1300 264 812 (within Australia) or +61 3 9415 4634 (outside Australia) Monday to Friday between 8:30 am and 5:00 pm (AEST).

### **Proxy voting**

ATL has determined that proxy forms that have been validly submitted will remain valid for the Scheme meetings and EGM. Further details in relation to voting are included on the proxy forms and in the Scheme Booklet. ATL will advise of the updated proxy deadlines for the Scheme meetings and EGM in due course.

### **ENDS**

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<sup>1</sup> ATL shareholders and ATL optionholders should refer to the Scheme Booklet for full details on the advantages and disadvantages of the Schemes.

<sup>2</sup> The interests of the directors of ATL in ATL shares and ATL options are set out in section 4.5 of the Scheme Booklet. ATL shareholders and ATL optionholders should have regard to these interests when considering the recommendations of the directors of ATL in relation to the Schemes.



## About Anteris Technologies Ltd (ASX: AVR)

Anteris Technologies Ltd (ASX: AVR) is a structural heart company committed to designing, developing, and commercialising innovative medical devices. Founded in Australia, with a significant presence in Minneapolis, USA (a MedTech hub), Anteris is science-driven, with an experienced team of multidisciplinary professionals delivering transformative solutions to structural heart disease patients.

The Company's lead product, DurAVR®, is a transcatheter heart valve (THV) for treating aortic stenosis. DurAVR® THV was designed in partnership with the world's leading interventional cardiologists and cardiac surgeons. It is the first transcatheter aortic valve replacement (TAVR) to use a single piece of bioengineered tissue. This biomimetic valve is uniquely shaped to mimic the performance of a healthy human aortic valve.

DurAVR® THV is made using ADAPT® tissue, Anteris' patented anti-calcification tissue technology. ADAPT® tissue has been used clinically for over 10 years and distributed for use in over 55,000 patients worldwide.

The ComASUR® Delivery System was designed to provide controlled deployment and accurate placement of the DurAVR® THV with balloon-expandable delivery, allowing precise alignment with the heart's native commissures to achieve optimal valve positioning.

Anteris Technologies is set to revolutionise the structural heart market by delivering clinically superior solutions for significant unmet clinical needs.

## Authorisation and Additional information

This announcement was authorised by the Board of Directors.

### For more information:

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