

Attention: Ms Barbara Lim  
ASX Listings Compliance  
Level 40, Central Park  
152-158 St Georges Terrace  
Perth WA 6000

16 December 2024

**SUBJECT: Anteris Technologies Global Corp. Pre-Quotation Disclosure**

The following information is provided by Anteris Technologies Global Corp. ARBN 677 960 235 (**ATGC**) to ASX for release to the market in connection with the admission of ATGC to the official list of ASX and the quotation of ATGC's CHESS Depositary Interests (**ATGC CDIs**) on ASX.

Unless the context requires otherwise, capitalised terms which are not otherwise defined in this document have the meanings given to them in the scheme booklet released by Anteris Technologies Ltd (**ATL**) to ASX on 2 September 2024, as supplemented by the supplementary scheme booklet released by ATL to ASX on 12 November 2024 (**Scheme Booklet**).

**1. Conditions Precedent to the Schemes**

ATGC confirms that all Conditions Precedent to the Schemes have been satisfied, including approval of the Share Scheme by ATL Shareholders and the Option Scheme by ATL Optionholders, Court approval of the Schemes and the lodgement of the Court's orders approving the Schemes with ASIC.

**2. Scheme Implementation Deed, Share Scheme Deed Poll and Option Scheme Deed Poll**

ATGC confirms that the Scheme Implementation Deed, Share Scheme Deed Poll and Option Scheme Deed Poll each remain in full force and effect.

**3. Compliance with continuous disclosure obligations**

ATL has confirmed to ATGC that it was in compliance with ASX Listing Rule 3.1 at the time ATL ceased trading on ASX.

#### 4. Compliance with ongoing ASX Listing Rule requirements

ATL has confirmed to ATGC that it was in compliance with ASX Listing Rules 12.1, 12.2 and 12.4 at the time ATL ceased trading on ASX.

#### 5. ATGC Board of Directors

ATGC confirms that Mr John Seaberg, Mr Wayne Paterson, Mr Stephen Denaro and Dr Wenyi Gu have each been appointed as directors of ATGC.

#### 6. ATGC listed on Nasdaq

ATGC confirms that it has been listed on Nasdaq and that its common stock (**ATGC Shares**) commenced trading on Nasdaq on 13 December 2024 (EST).

#### 7. Treatment of Convertible Notes under the Convertible Note Facility

ATGC confirms that, in accordance with the terms of the Convertible Note Facility, on implementation of the Schemes, the Convertible Notes were automatically converted into equivalent securities in ATGC, such that the Convertible Notes are convertible into ATGC Shares. In addition, on implementation of the Schemes, all dollar values in respect of the Convertible Note Facility were converted into US dollars at the prevailing exchange rate on the date the Schemes were implemented.

On implementation of the Schemes, 4,956,750 Convertible Notes were on issue.

#### 8. Capital Structure

Based on the ATL share register as at 7:00 pm (AEDT) on 9 December 2024, 20,360,496 ATGC CDIs<sup>1</sup> and 779,320 ATGC Shares were issued on implementation of the Schemes.

In addition, based on the ATL option register as at 7:00 pm (AEDT) on 9 December 2024, 6,117,807 options to acquire ATGC Shares or ATGC CDIs (**ATGC Options**) were issued on implementation of the Schemes.

In connection with ATGC's initial public offering (**ATGC IPO**), it is anticipated that ATGC will issue 14,800,000 ATGC Shares and 749,999 Restricted Stock Units to acquire ATGC CDIs or ATGC Shares.

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<sup>1</sup> 20,360,496 ATGC Shares have been issued to CHESS Depository Nominees Pty Limited as the underlying securities of these ATGC CDIs.



Accordingly, the capital structure of ATGC following implementation of the Schemes and completion of the ATGC IPO will be:

- (a) 20,360,496 ATGC CDIs;
- (b) 35,939,816 ATGC Shares (including 20,360,496 ATGC Shares held by CHESS Depositary Nominees Pty Limited as the underlying securities of the ATGC CDIs referred to above);
- (c) 6,117,807 ATGC Options;
- (d) 4,956,750 Convertible Notes; and
- (e) 749,999 Restricted Stock Units.

#### **9. Indicative statement of the top 20 holders of ATGC CDIs**

Set out in Annexure A is an indicative statement of the top 20 holders of ATGC CDIs based on the ATL share register as at 7:00 pm (AEDT) on 9 December 2024, categorised by the number and percentage of ATGC CDIs held by those holders.

#### **10. Indicative distribution schedule of holders of ATGC CDIs**

Set out in Annexure B is an indicative distribution schedule of the holders of ATGC CDIs based on the ATL share register as at 7:00 pm (AEDT) on 9 December 2024, categorised by the size of their indicative holdings of ATGC CDIs.

#### **11. ASX waivers**

Set out in Annexure C is a summary of the waivers granted by ASX to ATGC.

## Annexure A – Indicative statement of the top 20 holders of ATGC CDIs

Rank	Name	Number of ATGC CDIs Held	Percentage of ATGC CDIs Held (%)
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	6,321,537	31.05
2	CITICORP NOMINEES PTY LIMITED	2,156,711	10.59
3	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,032,353	5.07
4	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED<GSCO CUSTOMERS A/C>	654,537	3.21
5	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	419,617	2.06
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	405,516	1.99
7	MR PATRICK CHEW	390,797	1.92
8	MR RICKY STEVEN NEUMANN	382,698	1.88
9	EVOLUTION CAPITAL ADVISORS PTY LTD	339,209	1.67
10	BNP PARIBAS NOMINEES PTY LTD<IB AU NOMS RETAILCLIENT>	315,430	1.55
11	LTL CAPITAL PTY LTD	312,556	1.54
12	BNP PARIBAS NOMS PTY LTD<GLOBAL MARKETS>	255,890	1.26
13	MUTUAL TRUST PTY LTD	230,892	1.13
14	THROUGH2 INVESTMENTS PTY LTD<THROUGH2 SUPER FUND A/C>	120,000	0.59
15	MDM LEBY HWANG	117,100	0.58
16	SUPERIOR COATINGS (AUST) PTY LTD	113,000	0.55
17	MR DAVID LAMM	107,100	0.53
18	DR GARY OWEN ROOKE	105,000	0.52
19	MR DANIEL BERNARD CLOUGH	100,000	0.49
20	JAMBER INVESTMENTS PTY LTD <THE AMBER SCHWARZ FAMILY A/C>	92,125	0.45
<b>Top 20 Total Holdings</b>		<b>13,972,068</b>	<b>68.62</b>
<b>Total Remaining Holders Balance</b>		<b>6,388,428</b>	<b>31.38</b>
<b>Grand Total</b>		<b>20,360,496</b>	<b>100.00</b>

## Annexure B – Indicative distribution schedule of holders of ATGC CDIs

Range	Total Holders of ATGC CDIs	Number of ATGC CDIs Held	Percentage of ATGC CDIs Held (%)
1 - 1,000	2,693	759,632	3.73
1,001 - 5,000	653	1,475,675	7.25
5,001 - 10,000	131	970,832	4.77
10,001 - 100,000	137	3,374,414	16.57
100,001 and Over	18	13,779,943	67.68
<b>Total</b>	<b>3,632</b>	<b>20,360,496</b>	<b>100.00</b>

## **Annexure C – ASX waivers**

ASX has provided the following waivers to ATGC:

### **(A) Quotation of all securities**

- (a) A waiver from ASX Listing Rule 1.1, Condition 6 to the extent necessary to permit ATGC to apply for quotation only of those fully paid common shares (to be settled on ASX in the form of ATGC CDIs) issued into the Australian market, on the condition that ATGC releases details of this waiver as pre-quotation disclosure.
- (b) A waiver from ASX Listing Rule 2.4 to the extent necessary to permit ATGC to apply for quotation only of those fully paid common shares issued into the Australian market (to be settled on ASX in the form of ATGC CDIs), on condition that ATGC releases details of this waiver as pre-quotation disclosure.

### **(B) Minimum spread requirements**

A waiver from ASX Listing Rule 1.1, Condition 8 to the extent necessary to permit ATGC to be admitted to the official list of ASX without satisfying the spread requirements of that rule, on the condition that ATL was in compliance with ASX Listing Rule 12.4 at the time it ceased to trade on ASX.

### **(C) Profit or asset test**

A waiver from ASX Listing Rule 1.1 Condition 9 to the extent necessary to permit ATGC to be admitted to the official list of ASX without complying with either of ASX Listing Rules 1.2 or 1.3, on the condition that ATL is in compliance with ASX Listing Rules 12.1 and 12.2 at the time it ceased to trade on ASX.

### **(D) Information memorandum**

- (a) A waiver from ASX Listing Rule 1.4.1 to the extent necessary to permit the information memorandum prepared in connection with the proposed restructure not to state that it contains all the information required under section 710 of the *Corporations Act 2001* (Cth), subject to the following conditions:
  - (i) the information memorandum incorporates the Scheme Booklet;
  - (ii) ATGC releases all of the documents incorporated into the Scheme Booklet by reference to the market as pre-quotation disclosure;



- (iii) ATGC provides a statement to the market that ATL has confirmed to it that ATL was in compliance with ASX Listing Rule 3.1 at the time that ATL ceased trading on the official list of the ASX.
- (b) A waiver from ASX Listing Rule 1.4.7 to the extent necessary to permit the Scheme Booklet not to include a statement that ATGC has not raised any capital for the three months before the date of issue of the Scheme Booklet and will not need to raise capital in the three months after the date of issue of the Scheme Booklet.
- (c) A waiver from ASX Listing Rule 1.4.8 to the extent necessary to permit the Scheme Booklet not to include a statement that a supplementary information memorandum will be issued if, following the issue of the Scheme Booklet and the date ATGC's securities are quoted on ASX, ATGC becomes aware of any of the matters referred to in that rule, on the condition that ATL undertakes to release such information on the ASX Market Announcements Platform. This undertaking is to be given and executed in the form of a deed poll in favour of ASX.

#### **(E) Financial reporting**

- (a) A waiver from ASX Listing Rule 4.2A.3 on the terms set out in paragraph 2 of the Annexure to ASX Guidance Note 17 in force at the date of this waiver, on condition that ATGC notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.
- (b) A waiver from ASX Listing Rule 4.3A on the terms set out in paragraph 2 of the Annexure to ASX Guidance Note 17 in force at the date of this waiver, on condition that ATGC notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.
- (c) A waiver from ASX Listing Rule 4.7B on the terms set out in paragraph 2 of the Annexure to ASX Guidance Note 17 in force at the date of this waiver, on condition that ATGC notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.
- (d) A waiver from ASX Listing Rule 4.7C on the terms set out in paragraph 2 of the Annexure to ASX Guidance Note 17 in force at the date of this waiver, on condition that ATGC notifies ASX in writing at least one business day prior to the reporting deadline if it will be unable to file a Form 10-K or 10-Q in accordance with the required SEC timeframes.

#### **(F) Securityholders' right to vote**

A waiver from ASX Listing Rule 6.10.3 to the extent necessary to permit ATGC to comply with the laws of the State of Delaware on security holders' rights to vote.



### **(G) Amendments to ATL Options**

A waiver from ASX Listing Rule 6.23.2 to the extent necessary to permit the cancellation of the ATL Options for consideration and without shareholder approval, on the following conditions:

- (i) full details of the cancellation and the consideration payable are set out to ASX's satisfaction in the Scheme Booklet; and
- (ii) the Option Scheme becomes effective.

### **(H) Proxy Forms**

A waiver from ASX Listing Rule 14.2.1 to the extent necessary to permit ATGC not to provide in its proxy form an option for a holder of ATGC Shares or ATGC CDIs to vote against a resolution to elect a director or to appoint an auditor, on the following conditions:

- (i) ATGC complies with relevant State of Delaware laws as to the content of proxy forms applicable to resolutions for the election or re-election of directors and the appointment of auditors;
- (ii) the notice given by ATGC to holders of ATGC Shares and ATGC CDIs under ASX Settlement Operation Rule 13.8.9 makes it clear that shareholders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case;
- (iii) ATGC releases details of the waiver to the market as part of the pre-quotation disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and
- (iv) without limiting ASX's right to vary or revoke its decision under ASX Listing Rule 18.3, the waiver from ASX Listing Rule 14.2.1 only applies for so long as the relevant State of Delaware laws prevent ATGC from permitting security holders to vote against a resolution to elect a director and to vote against a resolution to appoint an auditor.

### **(I) Director rotation**

A waiver from ASX Listing Rule 14.4 to the extent necessary to permit ATGC to permit a director appointed by the board of ATGC to fill a casual vacancy or as an additional director to hold office beyond the next annual meeting after that person's appointment if the term of office of the class of director into which that person has been appointed expires at a later annual meeting, in accordance with ATGC's constituent documents.

