

EBR SYSTEMS, INC.

ARBN 654 147 127

Australian Registered Office: Level 13, 41 Exhibition Street, Melbourne, Victoria, 3000, Australia
USA Office and Headquarters: 480 Oakmead Parkway, Sunnyvale, CA 94085, United States

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS GIVEN that the Annual Meeting of Stockholders of EBR Systems, Inc. (**Company**) (**ASX:EBR**) will be held on Tuesday, 23 May 2023 at 9:00am Australian Eastern Standard Time (Monday, 22 May 2023 at 4:00pm U.S. Pacific Daylight Time).

The Annual Meeting will be a virtual meeting, which will be conducted online. See the Proxy Statement for details on how to attend, vote your shares and submit questions during the Annual Meeting.

Items of Business

1 Re-election of Class II Directors

To consider and, if thought fit, to pass the following resolutions as separate resolutions:

- (a) "That Dr Bronwyn Evans, being a director whose term expires in accordance with the Company's amended and restated bylaws and being eligible, offers herself for re-election, be re-elected as a Class II director of the Company."
- (b) "That Mr John McCutcheon, being a director whose term expires in accordance with the Company's amended and restated bylaws and being eligible, offers himself for re-election, be re-elected as a Class II director of the Company."

2 Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the accompanying Proxy Statement."

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

3 Grant of Options to Mr John McCutcheon, President, CEO and Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant options to purchase Shares (equivalent number of CDIs) in the Company to Mr John McCutcheon, President, Chief Executive Officer and Executive Director of the Company, under the 2021 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum."

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

4 Grant of Options to Mr Allan Will, Executive Chair of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant options to purchase Shares (equivalent number of CDIs) in the Company to Mr Allan Will, Executive Chair and Director of the Company, under the 2021 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

5 Grant of Options to Ms Karen Drexler, Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant options to purchase Shares (equivalent number of CDIs) in the Company to Ms Karen Drexler, Non-Executive Director of the Company, under the 2021 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

6 Grant of Options to Dr Bronwyn Evans, Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant options to purchase Shares (equivalent number of CDIs) in the Company to Dr Bronwyn Evans, Non-Executive Director of the Company, under the 2021 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

7 Grant of Options to Mr Trevor Moody, Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant options to purchase Shares (equivalent number of CDIs) in the Company to Mr Trevor Moody, Non-Executive Director of the Company, under the 2021 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).


8 Grant of Options to Dr David Steinhaus, Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant options to purchase Shares (equivalent number of CDIs) in the Company to Dr David Steinhaus, Non-Executive Director of the Company, under the 2021 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

9. Grant of Options to a Nominated Entity of Dr Christopher Nave, Non-Executive Director of the Company



“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant options to purchase Shares (equivalent number of CDIs) in the Company to a nominated entity of Dr Christopher Nave, Non-Executive Director of the Company, being MRCF BTF Service (BCPIT) Pty Ltd as trustee for the MRCF BTF (BCP Investment) Trust, outside of the 2021 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

Record Date

You may vote at the meeting if you were a stockholder of record or a beneficial owner of Shares held in street name on 14 April 2023 at 7.00pm Australian Eastern Standard Time (2.00am U.S. Pacific Daylight Time) (the **Record Date**).

Voting rights:

Whether or not you plan to attend the Annual Meeting, you are entitled to vote only if you were a EBR Systems, Inc. stockholder on the Record Date. This means that owners of Shares as of that date are entitled to vote at the Annual Meeting and any adjournments or postponements of the meeting. Record holders of CDIs as of the Record Date, are entitled to receive notice of and to attend the meeting or any adjournment or postponement of the meeting and may instruct our CDI Depository, CHESS Depository Nominees Pty Ltd, (**CDN**), to vote the Shares underlying their CDIs by following the instructions on the enclosed CDI Voting Instruction Form or by voting online at www.computershare.com.au. Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

This Notice of Annual Meeting of Stockholders and the 2022 annual report are available at <https://ebrsystemsinc.com/investors/>.

26 April 2023.

By Order of the Board
Brendan Case
Australian Secretary

PROXY STATEMENT

2023 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON 23 MAY 2023 (AUSTRALIAN TIME)

The board of directors of EBR Systems, Inc. (**Company**) is soliciting proxies for use at the Annual Meeting of Stockholders to be held on Tuesday, 23 May 2023 at 9:00am Australian Eastern Standard Time (Monday, 22 May 2023 at 4:00pm U.S. Pacific Daylight Time) (**Annual Meeting**) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement and accompanying Notice of Annual Meeting of Stockholders with relevant document access instructions for stockholders (**Notice of Annual Meeting** or **Notice**) as required on or about 26 April 2023.

Virtual Annual Meeting Considerations and Stockholder Questions

This will be a completely virtual Annual Meeting. To attend the Annual Meeting, enter meetnow.global/MFKV9LA into a web browser on your computer or other device with web access:

- Stockholders will need to select “Shareholder” and enter their Shareholder Control Number which will be provided by Computershare Investor Services;
- CHESS Depositary Interest (**CDI**) holders will need to select “Guest” and enter their name and email address; and
- Proxyholders (including CDI holders who have appointed themselves as CHESS Depositary Nominees Pty Ltd’s¹ (**CDN**’s) proxy) will need to select “Invitation” and enter a proxy number which will be provided by Computershare Investor Services.

Further information on how to participate virtually is set out in this Proxy Statement.

All stockholders and CDI holders will have a reasonable opportunity to ask questions during the Annual Meeting via the virtual platform, including an opportunity to ask questions of the Company’s external auditor.

Stockholders and CDI holders may also submit questions to the Company’s Australian registered office prior to the meeting at Level 13, 41 Exhibition Street, Melbourne, Victoria. The Australian Secretary of the Company will ensure that any questions so submitted are addressed.

Stockholders and CDI holders who prefer to register questions in advance of the Annual Meeting are invited to do so.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

What is the purpose of the meeting?

At the Annual Meeting, stockholders are invited to act upon the matters outlined in the Notice of Annual Meeting. At the meeting, management will also report on matters of current interest to our stockholders and respond to any questions from our stockholders. The matters outlined in the Notice of Annual Meeting include:

- the re-election of Dr Bronwyn Evans and Mr John McCutcheon as Class II directors (**Items 1(a) and 1(b)**);
- approval of a 10% placement facility (**Item 2**); and
- approval of grant of options to purchase Shares to Mr John McCutcheon, President, CEO and a director of the Company (**Item 3**)
- approval of grant of options to purchase Shares to Mr Allan Will, Executive Chair and a director of the Company (**Item 4**);
- approval of grant of options to purchase Shares to Ms Karen Drexler, Non-Executive Director of the Company (**Item 5**);
- approval of grant of options to purchase Shares to Dr Bronwyn Evans, Non-Executive Director of the Company (**Item 6**);
- approval of grant of options to purchase Shares to Mr Trevor Moody, Non-Executive Director of the Company (**Item 7**);
- approval of grant of options to purchase Shares to Dr David Steinhaus, Non-Executive Director of the Company (**Item 8**); and

¹ CHESS Depositary Nominees Pty Ltd is the holder of record for all shares beneficially owned by holders of CDIs.

- approval of grant of options to purchase Shares to an entity nominated by Dr Christopher Nave, Non-Executive Director of the Company (**Item 9**).

Who is entitled to vote at the meeting?

Only those stockholders of record or beneficial owners of Shares held in street name on 14 April 2023 at 7.00pm Australian Eastern Standard Time, (2.00am U.S. Pacific Daylight Time) (**Record Date**), will be entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof. CDI holders as of the Record Date are entitled to receive notice of and participate in the meeting and may instruct CDN to vote at the meeting by following the instructions on the CDI Voting Instruction Form or by voting online at www.investorvote.com.au.

As of the Record Date, the Company has 270,838,632 Shares outstanding (equivalent to 270,838,632 CDIs), all of which are entitled to vote with respect to the proposals to be acted upon at the meeting, subject to the voting exclusions noted in the Items of Business and set out in the Explanatory Memorandum. Each CDI represents one Share.

Will any investors be excluded from voting on any of the proposals at the meeting?

Yes. In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour on certain resolutions by certain persons and associates of those persons. Voting exclusions apply with regard to Items 2 to 9. Please refer to the Explanatory Memorandum for details in relation to the exclusions that apply.

In respect of the voting exclusions for Items 2, there are no known stockholders or other security holders who would be excluded from voting on this Item as at the date of this Notice.

What are my voting rights?

Holders of Shares are entitled to one vote for each Share held as at the Record Date. Holders of CDIs are entitled to direct CDN to vote one vote for every CDI held by such holder as at the Record Date. Therefore, as of the Record Date, a total of 270,838,632 votes are entitled to be cast at the meeting.

How many Shares must be present to hold the meeting?

In accordance with the Company's amended and restated bylaws, holders of Shares equal to a majority of the voting power of the outstanding Shares entitled to vote at a stockholder meeting as of the Record Date must be present at the Annual Meeting in order to hold the meeting and conduct business. This is called a quorum. Your shares are counted as present at the meeting if:

- you are stockholder of record (or proxy) and you are present virtually at the meeting by registering your attendance via the virtual online facility; or
- you have properly and timely submitted your proxy before the meeting as described below under "How do I vote my shares of EBR Systems, Inc common stock?"; or
- you have properly and timely submitted your CDI voting instructions to CDN before the meeting as described below under "How do I vote if I hold CDIs"?

What is a proxy?

If you designate another person to vote stock you own, that other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. When you designate a proxy, you also may direct the proxy how to vote your Shares. We refer to this as your "proxy vote".

What is the difference between a stockholder of record and a "street name" holder?

If you own Shares registered directly in your name with our U.S. transfer agent, Computershare Trust Company, N.A., you are considered the stockholder of record with respect to those Shares. As a stockholder of record, you have the right to grant your voting proxy directly to the Company (or another person) or to vote in person online at the Annual Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares. In that case, your Shares are said to be held in "street name" and this notice was forwarded to you by that organisation. Street name holders generally cannot vote their Shares directly and must instead

instruct the broker, bank, trust or other nominee how to vote their Shares using the method described below under “How do I vote my shares of EBR Systems, Inc common stock?” Since a street name holder is not the stockholder of record, you may not vote your Shares in person at the Annual Meeting unless you obtain a “legal proxy” from the broker, bank, trustee, or nominee that holds your Shares giving you the right to vote the Shares at the meeting.

CDN is the stockholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of and to attend the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described below under “How do I vote if I hold CDIs?”.

How do I vote my shares of EBR Systems, Inc. common stock?

If you are a stockholder of record, there are two ways to vote:

- by completing, signing, and returning the enclosed proxy card - valid proxies must be received by Computershare Investor Services no later than 9.00am on Sunday, 21 May 2023, Australian Eastern Standard Time, (Saturday, 20 May 2023 at 4.00pm U.S. Pacific Daylight Time); or
- participating in the virtual Annual Meeting and using the virtual online voting facility – see below.

If you intend to vote using the virtual online voting facility during the Annual Meeting, it is recommended that you log in to the online platform at least 15 minutes prior to the scheduled start time for the Annual Meeting using the instructions below:

Enter meetnow.global/MFKV9LA into a web browser on your computer or other device with web access;

- Stockholders will need to select “Shareholder” and enter their Shareholder Control Number which will be provided by Computershare Investor Services; and
- Proxyholders (including CDI holders who have appointed themselves as CDN’s proxy) will need to select “Invitation” and enter a proxy number which will be provided by Computershare Investor Services.

Online voting will be open between the commencement of the Annual Meeting on Tuesday, 23 May 2023 at 9.00am Australian Eastern Standard Time (Monday, 22 May 2023 at 4.00pm U.S. Pacific Daylight Time) and the time at which the Chairman announces voting closure.

If you hold your Shares in street name, you must vote your Shares in the manner prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for stockholders of record. You will receive a voting instruction form (not a proxy card) to use in directing the broker, bank, trust or other nominee how to vote your Shares.

Please refer to “Will any investors be excluded from voting on any of the proposals at the meeting?” for a summary of voting exclusions applicable to each proposal to be voted on at the Annual Meeting.

How do I vote if I hold CDIs?

Each CDI holder as at the Record Date is entitled to direct CDN to vote one vote for every CDI held by such holder. Such CDI holders are entitled to receive notice of and to attend the Annual Meeting and any adjournment or postponement of the Annual Meeting and may instruct our CDI Depositary, CDN, to vote the Shares underlying their CDIs by following the instructions and returning the enclosed CDI Voting Instruction Form or by voting online at www.investorvote.com.au. Valid voting instructions must be received by Computershare Investor Services no later than 9.00am on Friday, 19 May 2023, Australian Eastern Standard Time, (Thursday, 18 May 2023 at 4.00pm U.S. Pacific Daylight Time). Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

Alternatively, CDI holders may vote at the Annual Meeting by informing the Company that they wish to nominate themselves or another person to be appointed as CDN’s proxy for the purpose of voting at the meeting by completing Step 1B in the enclosed CDI Voting Instruction Form. CDI holders will then be provided by Computershare Investor Services with a control number that will enable them to join the virtual meeting with voting enabled. Unless these steps are followed, CDI holders cannot vote online during the meeting.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares and CDIs are voted, please submit proxies or voting instructions for all of your Shares and CDIs.

How can I attend the virtual meeting?

All of our stockholders and CDI holders are invited to attend the virtual Annual Meeting.

To attend the Annual Meeting, enter meetnow.global/ MFKV9LA into a web browser on your computer or online device:

- Stockholders will need to select “Shareholder” and enter their Shareholder Control Number which will be provided by Computershare Investor Services;
- CDI holders will need to select “Guest” and enter their name and email address; and
- Proxyholders (including CDI holders who have appointed themselves as CDN’s proxy) will need to select “Invitation” and enter a proxy number which will be provided by Computershare Investor Services.

Unless CDI holders nominate themselves to be appointed as CDN’s proxy, CDI holders will not be able to lodge a vote using the virtual online facility and therefore are urged to complete their CDI Voting Instruction Form or vote online before the Annual Meeting for their vote to be counted.

We recommend logging on to the online platform for the Annual Meeting at least 15 minutes prior to the scheduled start time for the Annual Meeting.

Can I vote my Shares in person at the meeting?

If you are a stockholder of record, you may vote your Shares online during the meeting using the virtual online voting facility. Even if you currently plan to participate in the meeting, we recommend that you submit your proxy as described above so your vote will be counted if you later decide not to attend the Annual Meeting. If you submit your vote by proxy and later decide to vote online at the Annual Meeting, the vote you submit at the meeting will override your previous proxy vote.

If you are a street name holder, you may vote your Shares in person at the meeting only if you obtain prior to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

Please refer to “How do I vote if I hold CDIs?” if you are a CDI holder.

How can I raise questions relevant to the Company’s audit to the external auditor?

The Company’s auditor, Deloitte & Touche LLP is based in the United States and a representative will attend the Company’s virtual Annual Meeting of Stockholders to answer stockholder questions.

Stockholders and CDI holders may also submit questions relevant to the Company’s audit to the Company’s Australian registered office at Level 13, 41 Exhibition Street, Melbourne, Victoria. The Australian Secretary of the Company will ensure that the questions are provided to the Company’s auditor and co-ordinate responses.

What is the voting requirement to approve each of the proposals included in the notice of meeting?

Item 1—Re-election of Class II Directors

You may vote “FOR” or “WITHHOLD” on the re-election of the directors in Item 1(a) and Item 1(b). Abstentions are considered Shares present and entitled to vote for purposes of determining a quorum, but will be not be treated as either a vote “FOR” or “WITHHOLD”.

Directors are elected by a plurality of the votes of the Shares present in person or represented by proxy and entitled to vote at the Annual Meeting. Accordingly, the two director nominees receiving the highest number of “FOR” votes will be elected. Only votes “FOR” will affect the outcome of the vote; “WITHHOLD” votes will have no effect on the outcome of the vote.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Under ASX Listing Rule 14.2.1, a proxy form must allow stockholders to vote for a resolution, against a resolution or to abstain from voting on a resolution. However, ASX granted the Company a waiver from ASX Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form for holders of CDIs to vote against a resolution to elect a director. The terms of the waiver are that: (i) the Company complies

with the relevant U.S. laws, its bylaws and any applicable Securities Exchange Commission rules as to the content of proxy forms applicable to resolutions for the election of directors; (ii) the Company provides disclosures acceptable to ASX in the CDI voting instruction form given by the Company to CDI holders as required by ASX Settlement Operating Rule 13.8.9 to make it clear that holders are only able to vote for such resolutions or abstain from voting, and the reasons why this is the case are included in this Notice; and (iii) the waiver from ASX Listing Rule 14.2.1 only applies for so long as the relevant U.S. laws prevent the Company from allowing stockholders to vote against a resolution to elect a director where plurality voting is implemented.

Item 2 — Approval of 10% Placement Facility

You may vote “FOR,” “AGAINST” or “ABSTAIN” on Item 2.

Item 2 is a special resolution under the ASX Listing Rules which requires the affirmative vote of 75% of the votes cast by stockholders present (in person or represented by proxy, attorney or, in the case of a corporate stockholder, a corporate representative) at the Annual Meeting and entitled to vote on this proposal.

Under Delaware law, abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 3 — Approval of grant of options to purchase Shares to Mr John McCutcheon

You may vote “FOR,” “AGAINST” or “ABSTAIN” on Item 3.

Subject to the voting exclusion statement for Item 3, the vote required to approve the proposal is an ordinary resolution under the ASX Listing Rules, which requires the affirmative vote of the majority of Shares that are present (in person or represented by proxy, attorney or, in the case of a corporate stockholder, a corporate representative) and entitled to vote on this proposal.

Under Delaware law, abstentions will count as a vote "AGAINST" this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 4 — Approval of grant of options to purchase Shares to Mr Allan Will

You may vote “FOR,” “AGAINST” or “ABSTAIN” on Item 4.

Subject to the voting exclusion statement for Item 4, the vote required to approve the proposal is an ordinary resolution under the ASX Listing Rules, which requires the affirmative vote of the majority of Shares that are present (in person or represented by proxy, attorney or, in the case of a corporate stockholder, a corporate representative) and entitled to vote on the proposal.

Under Delaware law, abstentions will count as a vote "AGAINST" this proposal.


If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 5 — Approval of grant of options to purchase Shares to Ms Karen Drexler

You may vote “FOR,” “AGAINST” or “ABSTAIN” on Item 5.

Subject to the voting exclusion statement for Item 5, the vote required to approve the proposal is an ordinary resolution under the ASX Listing Rules, which requires the affirmative vote of the majority of Shares that are present (in person or represented by proxy, attorney or, in the case of a corporate stockholder, a corporate representative) and entitled to vote on the proposal.

Under Delaware law, abstentions will count as a vote "AGAINST" this proposal.



If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 6 — Approval of grant of options to purchase Shares to Dr Bronwyn Evans

You may vote “FOR,” “AGAINST” or “ABSTAIN” on Item 6.

Subject to the voting exclusion statement for Item 6, the vote required to approve the proposal is an ordinary resolution under the ASX Listing Rules, which requires the affirmative vote of the majority of Shares that are present (in person or represented by proxy, attorney or, in the case of a corporate stockholder, a corporate representative) and entitled to vote on the proposal.

Under Delaware law, abstentions will count as a vote "AGAINST" this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 7 — Approval of grant of options to purchase Shares to Mr Trevor Moody

You may vote “FOR,” “AGAINST” or “ABSTAIN” on Item 7.

Subject to the voting exclusion statement for Item 7, the vote required to approve the proposal is an ordinary resolution under the ASX Listing Rules, which requires the affirmative vote of the majority of Shares that are present (in person or represented by proxy, attorney or, in the case of a corporate stockholder, a corporate representative) and entitled to vote on the proposal.

Under Delaware law, abstentions will count as a vote "AGAINST" this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 8 — Approval of grant of options to purchase Shares to Dr David Steinhilber

You may vote “FOR,” “AGAINST” or “ABSTAIN” on Item 8.

Subject to the voting exclusion statement for Item 8, the vote required to approve the proposal is an ordinary resolution under the ASX Listing Rules, which requires the affirmative vote of the majority of Shares that are present (in person or represented by proxy, attorney or, in the case of a corporate stockholder, a corporate representative) and entitled to vote on the proposal.

Under Delaware law, abstentions will count as a vote "AGAINST" this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 9 — Approval of grant of options to purchase Shares to a Nominated Entity of Dr Christopher Nave

You may vote “FOR,” “AGAINST” or “ABSTAIN” on Item 9.

Subject to the voting exclusion statement for Item 9, the vote required to approve the proposal is an ordinary resolution under the ASX Listing Rules, which requires the affirmative vote of the majority of Shares that are present (in person or represented by proxy, attorney or, in the case of a corporate stockholder, a corporate representative) and entitled to vote on the proposal.

Under Delaware law, abstentions will count as a vote "AGAINST" this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Can I change my vote after submitting my proxy?

Yes. If you are a stockholder of record, you may change your vote at any time before your proxy is voted at the Annual Meeting, in any of the following ways:

- by submitting a later-dated proxy by the Internet before 10.00am Australian Eastern Standard Time on Sunday, 21 May 2023, (Saturday, 20 May 2023 at 5.00pm U.S. Pacific Daylight Time);
- by submitting a later-dated proxy to the Australian Secretary of the Company, which must be received by the Australian Secretary before the time of the Annual Meeting;
- by sending a written notice of revocation of proxy to the Australian Secretary of the Company, which must be received by the Australian Secretary before the time of the Annual Meeting; or
- by voting online at the Annual Meeting. Attendance at the virtual Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or cast your vote online at the Annual Meeting.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those instructions by delivering to Computershare Investor Services, no later than 9.00am Australian Eastern Standard Time on Friday, 19 May 2023, (Thursday, 18 May 2023 at 4.00pm U.S. Pacific Daylight Time), a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

We pay for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to street name holders. We are soliciting proxies by mail. In addition, our directors, officers and regular employees may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

EXPLANATORY MEMORANDUM

Business

ITEM 1 – RE-ELECTION OF CLASS II DIRECTORS

1.1 Background

The Board is divided into three classes of Directors with staggered three year terms. At each annual meeting of Stockholders commencing with this meeting, the Directors whose term then expires will be eligible for re-election to serve for a three year term (i.e. until the third annual meeting following re-election).

The Directors are divided into three classes as follows:

Director	Class	Expiration of term
Mr Allan Will and Mr Trevor Moody*	Class I	2025 annual meeting
Dr Bronwyn Evans and Mr John McCutcheon	Class II	2023 annual meeting
Dr Chris Nave, Dr David Steinhaus and Ms Karen Drexler	Class III	2024 annual meeting

* Mr Will and Mr Moody were re-elected as Directors in May 2022.

1.2 Re-election of Dr Bronwyn Evans to the Board

Dr Bronwyn Evans AM, who joined the Board in October 2021 is an experienced Director and CEO with a broad technical background across multiple industry sectors including medical technology, manufacturing and technical regulation and standards.

Dr Evans currently holds board roles as the Chair of Building 4.0 CRC, a Director of ACOR Consultants Pty Ltd and a Director at GME Pty Ltd. Dr Evans has previously held positions CEO of Engineers Australia and CEO of Standards Australia. She has also previously held positions in innovation initiatives, including as Chair of MTPConnect (the Industry Growth Center for Medical Technologies and Pharmaceuticals) and was a member of the Industry 4.0 Advanced Manufacturing Forum Leadership group. She has also held various senior engineering roles, including at Cochlear and GE Healthcare.

Dr Evans holds a BE (Honors I) and a Ph.D. in Electrical Engineering from the University of Wollongong. She also has an Honorary Doctorate from Swinburne University and is an Honorary Fellow of the University of Wollongong, an Honorary Fellow of Engineers Australia and a Fellow of the Australian Academy of Technological Sciences and Engineering. In 2021 she received an AM in the Queen's Birthday honours for significant service to engineering, to standards, and to medical technology.

Dr Evans also serves as Chair of the Audit and Risk Committee and is considered to be an independent director.

Board Recommendation and Chairman's voting intention for Item 1(a):

The directors (other than Dr Evans) recommend that stockholders vote "FOR" this Item.

The Chairman intends to vote undirected proxies "FOR" this Item.

1.3 Re-election of Mr John McCutcheon to the Board

Mr John McCutcheon has served as President and CEO of EBR since June 2019 and is responsible for the overall management and strategic direction of EBR.

Mr McCutcheon has over 35 years of experience in sales, marketing, and management of medical device companies. Prior to joining EBR, Mr. McCutcheon was the President and CEO of Ceterix Orthopaedics, Inc. for nine years from 2010 to 2019. He also held CEO roles at Ventus Medical, Inc. (2009-2010) and Emphasys Medical, Inc. (2000-2009).

Mr McCutcheon holds a B.A. in Economics and Psychology from the University of California, Los Angeles and an MBA from the UCLA Anderson Graduate School of Management.

Board Recommendation and Chairman's voting intention for Item 1(b):

The directors (other than Mr McCutcheon) recommend that stockholders vote "FOR" this Item.

The Chairman intends to vote undirected proxies "FOR" this Item.

ITEM 2 APPROVAL OF 10% PLACEMENT FACILITY

2.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue equity securities of up to 10% of issued share capital through placements over a 12-month period after the annual meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of A\$300 million or less. The Company is an eligible entity.

The Company is now seeking stockholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

2.2 Description of ASX Listing Rule 7.1A

(a) Stockholder approval

The ability to issue equity securities (such as CDIs) under the 10% Placement Facility is subject to stockholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company (being CDIs) and must be issued for cash consideration.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained stockholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period (described below), a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of Shares on issue at the commencement of the relevant period:

- (A) plus the number of fully paid Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
- (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities (including convertible notes and options) within ASX Listing Rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- (C) plus the number of fully paid Shares issued in the relevant period under an agreement within ASX Listing Rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant



- period; or
- b. the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- (D) plus the number of fully paid shares issued in the relevant period with approval of stockholders under ASX Listing Rule 7.1 or 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without stockholder approval. This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 17 where the issue is subsequently approved under ASX Listing Rule 7.1;
- (E) plus the number of partly paid Shares that became fully paid in the relevant period;
- (F) less the number of fully paid Shares cancelled in the relevant period.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where this issue or agreement has not been subsequently approved by stockholders under ASX Listing Rule 7.4.

relevant period means:

- (i) the 12 month period immediately preceding the date of issue or agreement; or
- (ii) in respect of an issue or agreement entered into within 12 months of the entity being admitted to the official list, the period from the date the entity was admitted to the official list, to the date immediately preceding the date of the issue or agreement.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

If passed, Item 2 will allow the Board to issue up to an additional 10% of the Company's issued capital during the 10% Placement Period without requiring further stockholder approval. This is in addition to the Company's 15% annual placement capacity provided for in ASX Listing Rule 7.1.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section (c) above).

As at the date of this Notice, the Company has 270,838,632 Shares on issue. At present, the Company has capacity to issue:

- (i) 40,625,795 equity securities under ASX Listing Rule 7.1; and
- (ii) 27,083,863 equity securities under ASX Listing Rule 7.1A.

(e) Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be in cash and not less than 75% of the volume weighted average market (VWAMP) of equity securities in the same class calculated over the 15 trading days on which trades in the relevant class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed by the entity and the recipient; or
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) 10% Placement Period

Stockholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the next annual general meeting, if less than 12 months; or
- (iii) the time and date of the approval by stockholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(the **10% Placement Period**).

(g) Effect of Item 2

The effect of Item 2 will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

(h) Special resolution

Item 2 is a special resolution and therefore requires approval of 75% of the votes cast by stockholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate stockholder, by a corporate representative).

2.3 Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The equity securities will be issued by the Company for cash consideration at an issue price of not less than 75% of the VWAMP for the Company's equity securities over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient; or
 - (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) If Item 2 is approved by stockholders and the Company issues equity securities under the 10% Placement Facility, the existing stockholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Annual Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing stockholders and holders of CDIs on the basis of an indicative market price of CDIs of A\$0.68 and the number of CDIs for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Annual Meeting on the assumption that Item 2 is approved by stockholders.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of CDIs the Company has on issue (270,838,632 as at 11 April 2023). The number of CDIs on issue may increase as a result of issues of ordinary securities that do not require stockholder approval (for example, a pro rata entitlements issue or scrip issued

under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future stockholders' meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.3400 50% decrease in Issue Price	\$0.6800 Issue Price	\$1.3600 100% increase in Issue Price
Current Variable A 270,838,632	10% Voting dilution	27,083,863	27,083,863	27,083,863
	Funds Raised	\$9,208,513	\$18,417,027	\$36,834,054
50% increase in current Variable A 406,257,948	10% Voting dilution	40,625,795	40,625,795	40,625,795
	Funds Raised	\$13,812,770	\$27,625,540	\$55,251,081
100% increase in current Variable A 541,677,264	10% Voting dilution	54,167,726	54,167,726	54,167,726
	Funds Raised	\$18,417,027	\$36,834,054	\$73,668,108

The table has been prepared on the following assumptions:

- (i) The Company issues (as CDIs) the maximum number of equity securities available under the 10% Placement Facility.
 - (ii) No options or warrants are exercised into Shares before the date of the issue of the equity securities under ASX Listing Rule 7.1A.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular stockholder by reason of placements under the 10% Placement Facility, based on that stockholder's holding at the date of the Annual Meeting.
 - (v) The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 - (vi) The issue of equity securities under the 10% Placement Facility consists only of CDIs.
 - (vii) The issue price is A\$0.68, being the closing price of the CDIs on ASX on 11 April 2023.
- (c) The Company will only issue and allot the equity securities during the 10% Placement Period.

- (d) The Company may seek to issue the equity securities for the purpose of raising funds to use towards general working capital requirements, ongoing business development activities and/or the acquisition of new business assets or investments (including expenses associated with such acquisition).
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing stockholders can participate;
 - (ii) the effect of the issue of the equity securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual Meeting but may include existing stockholders and/or new stockholders who are not related parties or associates of a related party of the Company.

- (f) The Company obtained stockholder approval under ASX Listing Rule 7.1A on 12 May 2022. In the 12 months preceding the date of this Annual Meeting, the Company has not issued or agreed to issue any equity securities under ASX Listing Rule 7.1A.2.
- (g) Stockholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual Meeting at which the approval is obtained and expires on the earlier to occur of:
 - (i) the date that is 12 months after the date of the Annual Meeting at which the approval is obtained;
 - (ii) the time and date of the next annual general meeting, if less than 12 months; or
 - (iii) the time and date of the approval by stockholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

2.4 Consequences if Item 2 is not approved

If Item 2 is not approved by stockholders, the Company will not have the 10% Placement Facility and will remain subject to the 15% limit on issuing equity securities without stockholder approval under ASX Listing Rule 7.1.

2.5 Board recommendation and Chairman's voting intention for Item 2

The Board unanimously recommends that stockholders vote "FOR" this Item.

The Chairman of the meeting intends to vote undirected proxies "FOR" this Item.

2.6 Voting Exclusion for Item 2

A voting exclusion for this Item has been included below. However, at the date of dispatching this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2 and it has not approached any particular existing stockholder or security holder or an identifiable class of existing security holders to participate an issue of the equity securities. No existing stockholders' votes will therefore be excluded under the voting exclusion.

The Company will disregard any votes cast in favor of Item 2 by or on behalf of a person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares or CDIs), or any of their associates, unless the vote is cast:

- by a person as proxy or attorney for a person who is entitled to vote on Item 2 in accordance with the directions given to the proxy or attorney; or

- by a person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 2 in accordance with a direction given to the chair to vote on Item 2 as the chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 2; and
 - the holder votes on Item 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

ITEM 3 – OPTION GRANT TO PRESIDENT, CEO AND A DIRECTOR OF THE COMPANY

The Company is proposing to issue to Mr John McCutcheon, President, Chief Executive Officer and a Director of the Company, options to purchase Shares (**Options**) under the Company's 2021 Equity Incentive Plan (**Plan**).

ASX Listing Rule 10.14 requires the Company to obtain stockholder approval for the issue of Options to directors of the Company under an employee incentive scheme. The resolution under Item 3 seeks stockholder approval under ASX Listing Rule 10.14 and for all other purposes, for the grant of Options to Mr McCutcheon as a long term incentive under the Plan in respect of the 2023 financial year.

If Item 3 is approved, the Company will be able to proceed with the issue and Mr McCutcheon will receive his proposed long term incentive.

Background to Item 3

The Board, following a recommendation from the Nomination and Remuneration Committee (**Committee**), develops and adopts (with the assistance of external advisors where appropriate) a remuneration plan for the Company's senior executives each year. The plan makes provision for fixed remuneration, short term incentives and long term incentives. The Board considers long term incentives to be a valuable part of each executive's remuneration as it encourages retention, development and multi-year performance focus.

The Company is seeking stockholder approval under Item 3 for the grant of Options to Mr McCutcheon for the 2023 financial year.

As is the case with all members of the senior executive team, the Options granted to Mr McCutcheon will be subject to service-based vesting conditions. Mr McCutcheon will only have the right to exercise the Options if the relevant vesting conditions are satisfied.

How many Options are proposed to be issued to Mr McCutcheon and how was that number determined?

The Company proposes to issue 675,000 Options to Mr McCutcheon. This number was determined as follows.

Under the 2023 remuneration plan, the Committee determined that Mr McCutcheon should receive Options as the long term incentive component of his total remuneration (subject to stockholder approval). The value of the Options proposed to be issued to Mr McCutcheon is US\$202,500 (**LTI Grant Value**), equal to 40.5% of Mr McCutcheon's current base salary. The LTI Grant Value is calculated by using the Black-Scholes value of an option assuming an exercise price per Option equal to the closing price of a CDI as of the immediately preceding trading day prior to the calculation date of April 4, 2023 (**Calculation Date**), converted from Australian dollars to U.S. dollars using the prevailing exchange rate. The Black-Scholes value was US\$0.30, meaning the number of Options to be issued to Mr McCutcheon is 675,000.

What are the vesting conditions attached to the 2023 Options?

The Options will vest in a series of forty-eight (48) equal monthly instalments from the date of the Annual Meeting (the **Vesting Commencement Date**), subject to Mr. McCutcheon's continuous service as of each vesting date.

What are the issue and exercise prices of the Options?

The Options will be issued for nil consideration.

The exercise price of the Options will be equal to US\$0.44, being the closing sale price of a CDI on ASX on the Calculation Date (A\$0.65) converted from Australian dollars to US dollars using the prevailing exchange rate.

What happens if Mr McCutcheon's employment is terminated?

Vested Options are exercisable for three months after Mr McCutcheon's employment is terminated for any reason other than for cause, death, or disability. If the termination of service is due to cause (includes fraud, dishonestly and certain criminal activities), then all Options are immediately terminated and forfeited. If the termination of service is due to death or disability of Mr McCutcheon, then the vested Options will remain exercisable for eighteen months after the date of termination due to death or for one year after the date of termination due to disability.

What happens in a change of a control?

The Board (or any committee delegated by the Board with authority to administer the Plan) has discretion under the Plan to determine the treatment of the Options in the event of a change in control of the Company, including to provide that some or all of the Options are exercisable in full or part, or require the Options to be surrendered and cancelled for cash payment or shares in the succeeding entity, or a combination of cash and shares.

The Company has entered into a Severance and Change of Control Agreement with certain of its key managers (including Mr. McCutcheon) providing for certain benefits in the event they are involuntarily terminated in connection with a change of control transaction. These benefits including, among other things, that any outstanding options shall become fully vested and exercisable. The Severance and Change of Control Agreements were entered into prior to the Company's listing on ASX and upon the Company's admission to the official list, ASX granted the Company a waiver from ASX Listing Rule 10.18 to permit the Company to provide these benefits pursuant to the terms of the existing agreements.

Additional information required by ASX Listing Rules 10.15 in respect of Item 3

The additional information required by ASX Listing Rules 10.15 is set out below:

(a) Mr McCutcheon is a director of the Company and therefore falls within the category in ASX Listing Rule 10.14.1.

(b) Mr McCutcheon's current total remuneration package for 2023 is as follows:

- base annual salary of US\$500,000;
- short term cash incentive of up to US\$300,000 (if the maximum performance threshold is met); and
- long-term incentive of Options with a Black-Scholes option pricing model value of up to US\$202,500 (calculated as described above and subject to stockholder approval of Item 3).

(c) Mr McCutcheon has been issued the following securities under the Plan and its predecessor plan:

- 5,996,154 Options at an exercise price of US\$0.14 with an expiry date of 12 November 2029;
 - 1,025,000 Options at an exercise price of US\$0.12 with an expiry date of 27 October 2030;
 - 1,185,184 Options at an exercise price of US\$0.12 with an expiry date of 27 January 2031; and
 - 304,719 Options at an exercise price of US\$0.7992 with an expiry date of 21 November 2031,
- being a total of 8,511,057 Options. All Options have been issued for nil consideration.

(d) If and to the extent stockholders approve Item 3, the relevant Options will be delivered on or shortly following the date of the Annual Meeting (and in any event within 3 years after the Annual Meeting).

(e) The material terms of the Plan are summarised at Annexure A to this Explanatory Memorandum.

(f) Mr McCutcheon will not receive any loan from the Company in connection with the grant of Options under Item 3.

(g) Details of any Options issued to Mr McCutcheon under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

- (h) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution in respect Item 3 is approved and who is not named in the Notice of Meeting will not participate until stockholder approval is obtained under ASX Listing Rule 10.14.

Voting Exclusion for Item 3

The Company will disregard any votes cast in favour of Item 3 by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or any of their associates. However, the Company need not disregard a vote cast in favour of Item 3 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with the directions given to the proxy or attorney; or
- the person chairing the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 3, in accordance with a direction given to the chair to vote on Item 3 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 3; and
 - the holder votes on Item 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

What happens if stockholder approval is not obtained?

If stockholders do not approve the proposed grant of Options to Mr McCutcheon, the grant of Options will not proceed. Instead, the Company may consider paying Mr McCutcheon a long term cash bonus up to the LTI Grant Value, subject to the same vesting conditions.

Directors' recommendation

The directors unanimously (other than Mr John McCutcheon) recommend that stockholders vote in favour of the resolutions under Item 3.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of the resolutions under Item 3.

ITEMS 4 TO 8 (INCLUSIVE) – OPTION GRANTS TO MR WILL, MS DREXLER, DR EVANS, MR MOODY, AND DR STEINHAUS

Introduction

The Company is proposing to issue Options to Mr Allan Will, Ms Karen Drexler, Dr Bronwyn Evans, Mr Trevor Moody and Dr David Steinhaus, each a Director of the Company, (**the five Directors**), under the 2021 Plan.

ASX Listing Rule 10.14 requires the Company to obtain stockholder approval for the issue of Options to directors of the Company under an employee incentive scheme. The resolutions under Items 4 to 8 (inclusive) seek stockholder approval under ASX Listing Rule 10.14 and for all other purposes, for the award of Options (**Option Awards**) to the five Directors listed above on the terms explained below. As directors of the Company, each of the five Directors falls within the category set out in ASX Listing Rule 10.14.1.

It is also proposed that another non-executive Director of the Company, Dr Christopher Nave, be issued Options by the Company. However, as Dr Nave wishes to have these Option issued to a nominated entity, they will instead be issued outside of the 2021 Plan (though on substantially the same terms) and are addressed by Item 9 below.

If Items 4 to 9 are approved, the Company will proceed with the issue of the Option Awards and the Directors will receive the proposed equity component of their remuneration for their respective services as directors.

Background

The Company's operations are still in an early commercialisation stage and it is essential to attract and retain high calibre Directors while closely monitoring cash flow. The Option Awards are proposed for the five

Directors in lieu of a higher cash remuneration in order to preserve the Company's cash, as is common practice in the US.

The Committee reviewed director compensation data from a list of peer group companies of similar size to determine the grant value proposed herein.

How many Options are proposed to be issued to the five Directors and how was that number determined?

The Company is seeking stockholder approval for the following grants of Options (which, when exercised, will be represented by an equivalent number of CDIs):

- Mr Will, Executive Chair and Director - 182,159 Options, having a value of US\$80,000 calculated as described below (Item 4);
- Ms Drexler, Non-Executive Director - 182,159 Options, having a value of US\$80,000 calculated as described below (Item 5);
- Dr Evans, Non-Executive Director - 182,159 Options, having a value of US\$80,000 calculated as described below (Item 6);
- Mr Moody, Non-Executive Director - 182,159 Options, having a value of US\$80,000 calculated as described below (Item 7); and
- Dr Steinhaus, Non-Executive Director, - 182,159 Options, having a value of US\$80,000 calculated as described below (Item 8).

For each Non-Executive Director, the number of Options proposed to be issued was calculated by converting the grant value from U.S. dollars to Australian dollars using the prevailing exchange rate on the Calculation Date (April 4, 2023) and dividing such amount by the closing price of a CDI as of the immediately preceding trading day prior to the Calculation Date.

What are the vesting conditions attached to the Options?

The Options will vest in a series of twelve (12) equal monthly instalments from the date of the Annual Meeting (the Vesting Commencement Date), subject to each Director's continuous service as of each monthly vesting date. The Options will be deemed fully-vested if the Director's term concludes at the 2024 annual stockholders' meeting, even if such meeting occurs less than 12 months from this year's Annual Meeting.

Consistent with the guidance contained in ASX's Corporate Governance Principles and Recommendations (4th edition), no performance hurdles are attached to the Options to be issued to the Non-Executive Directors.

What are the issue and exercise prices of the Options?

The Options will be issued for nil consideration.

The exercise price of the Options will be equal to US\$0.44, being the closing sale price of a CDI on ASX on the Calculation Date (A\$0.65) converted from Australian dollars to US dollars using the prevailing exchange rate.

What happens if one of the five Directors cease to be a Director?

If one of the five Director's service ceases, the Director will retain their Options to the extent that they have already vested. To the extent Options have not vested, the Director will forfeit them for no consideration. The Director will have three months following termination to exercise any vested Options.

What happens in a change of a control?

The Board (or any committee delegated by the Board with authority to administer the Plan) has discretion under the Plan to determine the treatment of the Options in the event of a change in control of the Company, including to provide that the restrictions or vesting applicable to some or all of the Option Awards shall lapse in full or in part, require the Shares subject to the Option Awards be substituted for shares in the succeeding entity, or require the Option Awards to be surrendered and cancelled for cash payment or shares in the succeeding entity, or a combination of cash and shares.

Pursuant to Mr Allan Will's October 2021 offer letter agreement to become Executive Chair, in the event of a change of control 100% of the then-unvested shares subject to any outstanding options held by Mr Will will accelerate and become fully-vested (other than options that are tied to specific performance milestones).

Source of Shares

At the discretion of the Board, the Shares to be issued on exercise of the Options may be provided either by issuing new Shares or by acquiring existing Shares.

Additional information required by ASX Listing Rule 10.15

The additional information required by ASX Listing Rules 10.15 is set out below:

(a) The current total remuneration package of each of the five Directors for 2023 is as follows:

Non-Executive Director	Annual Directors' Fees	Additional Fees	Option Awards
Mr Will, Executive Chair	US\$102,400	Annual fee of US\$7,500 for membership of the Nomination and Remuneration Committee	Options with a value of US\$80,000 (subject to stockholder approval of Item 4).
Ms Drexler	US\$40,000	Annual fee of US\$15,000 for acting as Chair of the Nomination and Remuneration Committee	Options with a value of US\$80,000 (subject to stockholder approval of Item 5).
Dr Evans	US\$40,000*	Annual fee of US\$15,000* for acting as Chair of the Audit and Risk Committee	Options with a value of US\$80,000 (subject to stockholder approval of Item 6).
Mr Moody	US\$40,000	Annual fee of US\$7,500 for membership on the Nomination and Remuneration Committee	Options with a value of US\$80,000 (subject to stockholder approval of Item 7).
Dr Steinhaus	US\$40,000	Annual fee of US\$7,500 for membership of the Audit and Risk Committee	Options with a value of US\$80,000 (subject to stockholder approval of Item 9).

* Inclusive of statutory superannuation.

(b) To date, the Non-Executive Directors have been issued the following securities under the Plan and its predecessor plan:

- Mr Will:
 - 58,500 Options at an exercise price of US\$0.16 with an expiry date of 8 January 2028;
 - 2,305,564 Options at an exercise price of US\$0.14 with an expiry date of 12 November 2029; and
 - 171,121 Options at an exercise price of US\$0.80 with an expiry date of 21 November 2031,being a total of 2,535,185 Options.
- Ms Drexler:
100,100 Options at an exercise price of US\$0.80 with an expiry date of 21 November 2031.
- Dr Evans:
100,100 Options at an exercise price of US\$0.80 with an expiry date of 21 November 2031.
- Dr Steinhaus:
100,100 Options at an exercise price of US\$0.80 with an expiry date of 21 November 2031.

The above Options were issued for nil consideration.

Mr Moody has not received any securities under the Plan to date. However, the Company previously issued 100,100 Options to Australian Medtech Services Pty Ltd at an exercise price of US\$0.80 with an expiry date of 21 November 2031. At the time, Mr Moody was a director of Australian Medtech Services Pty Ltd and his management consultancy, TM Strategic LLC, was a shareholder. This Option grant was not made under the Plan or the predecessor plan.

- (c) If and to the extent stockholders approve Items 4 to 8 (inclusive), the Options will be issued on or shortly following the date of the Annual Meeting (and in any event within 3 years after the Annual Meeting).
- (d) The five Directors will not pay any cash consideration for the Options.
- (e) The material terms of the Plan are summarised at Annexure A to this Explanatory Memorandum.
- (f) None of the five Directors will receive any loan from the Company in connection with the Option Grant
- (g) Details of any Options issued to the five Directors under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (h) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolutions in respect of Items 4 to 8 (inclusive) are approved and who are not named in the Notice of Meeting will not participate until stockholders approval is obtained under ASX Listing Rule 10.14.

What happens if stockholder approval is not obtained?

If stockholders do not approve Items 4, 5, 6, 7 or 8, the grant of Options under the relevant Item will not proceed. Instead, the Company may evaluate compensating the Executive Chair and applicable Non-Executive Director(s) with additional cash fees.

Note that Items 4, 5, 6, 7 and 8 are separate resolutions and are not contingent on the passing of each other resolution.

Voting Exclusion for Items 4 to 8 (inclusive)

The Company will disregard any votes cast in favour of Items 4 to 8 (inclusive) by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or any of their associates. However, the Company need not disregard a vote cast in favour of Items 4 to 8 (inclusive) (as applicable), if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Item in accordance with the directions given to the proxy or attorney; or
- the person chairing the Annual Meeting as proxy or attorney for a person who is entitled to vote on the relevant Item in accordance with a direction given to the chair to vote on that Item as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Item; and
 - the holder votes on that Item in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously (excluding Mr Allan Will, Ms Karen Drexler, Dr Bronwyn Evans, Mr Trevor Moody, and Dr David Steinhaus, in respect of the proposed grant to them) recommend that stockholders vote in favour of the resolutions under Items 4 to 8 (inclusive).

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of the resolutions under Items 4 to 8 (inclusive).

ITEM 9 – OPTION GRANT TO A NOMINATED ENTITY OF DR CHRISTOPHER NAVE, NON-EXECUTIVE DIRECTOR OF THE COMPANY



Introduction and background

As outlined above, the Company is proposing to provide Option Awards to its Directors in lieu of a higher cash remuneration in order to preserve the Company's cash. Dr Christopher Nave is a non-executive Director of the Company and wishes to have the proposed Option Award issued to his nominee, MRCF BTF Service (BCPIT) Pty Ltd as trustee for the MRCF BTF (BCP Investment) Trust (the **Nominated Entity**). Dr Nave has a beneficial interest in the MRCF BTF (BCP Investment) Trust. The 2021 Plan however, does not provide for awards to be made to nominees of participants. As a result, subject to stockholders approving this Item 9, such grant of Options will be made to the Nominated Entity outside of the 2021 Plan but on substantially the same terms as all other Option Awards.

ASX Listing Rules 10.11.1 and 10.11.4 provides that a company must not issue equity securities to a “related party” or an associate of a “related party” without the approval of stockholders. Dr Nave is a related party by virtue of being a director as set out in ASX Listing Rule 10.11.1 and the Nominated Entity is an associate of Dr Nave as set out in ASX Listing Rule 10.11.4.

If Item 9 is approved, the Company will proceed with the issue to the Nominated Entity and Dr Nave's nominee will receive the proposed equity component of his remuneration for services as a director of the Company. Pursuant to ASX Listing Rule 7.2 Exception 14, where approval under ASX Listing Rule 10.11 is obtained, approval is not required under ASX Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

How many Options are proposed to be issued and how was that number determined?

The Company is seeking stockholder approval for the grant of 182,159 Options (which, when exercised, will be represented by an equivalent number of CDIs) having a value of US\$80,000.

The number of Options proposed to be issued was calculated by converting the grant value from U.S. dollars to Australian dollars using the prevailing exchange rate on the Calculation Date (April 4, 2023) and dividing such amount by the closing price of a CDI as of the immediately preceding trading day prior to the Calculation Date.

What are the vesting conditions attached to the Options?

The Options will vest in a series of twelve (12) equal monthly instalments from the date of the Annual Meeting (the Vesting Commencement Date), subject to Dr Nave's continuous service as a Director as of each monthly vesting date. The Options will be deemed fully-vested if Dr Nave's term concludes at the 2024 annual stockholders' meeting, even if such meeting occurs less than 12 months from this year's Annual Meeting.

What are the issue and exercise prices of the Options?

The Options will be issued for nil consideration.

The exercise price of the Options will be equal to US\$0.44, being the closing sale price of a CDI on ASX on the Calculation Date (A\$0.65) converted from Australian dollars to US dollars using the prevailing exchange rate.

What happens if Dr Nave ceases to be a Director?

If Dr Nave's service as a Director ceases, the Nominated Entity will retain the Options to the extent that they have already vested. To the extent Options have not vested, the Nominated Entity will forfeit them for no consideration. The Nominated Entity will have three months following termination to exercise any vested Options.

What happens in a change of a control?

The Board will have discretion to determine the treatment of the Options in the event of a change in control of the Company, including to provide that the restrictions or vesting applicable to some or all of the Option Awards shall lapse in full or in part, require the Shares subject to the Option Awards be substituted for shares in the succeeding entity, or require the Option Awards to be surrendered and cancelled for cash payment or shares in the succeeding entity, or a combination of cash and shares.

Source of Shares

At the discretion of the Board, the Shares to be issued on exercise of the Options may be provided either by issuing new Shares or by acquiring existing Shares.

Additional information required by ASX Listing Rule 10.13

The additional information required by ASX Listing Rules 10.13 is set out below:

(a) The current total remuneration package of Dr Nave for 2023 is as follows:

Non-Executive Director	Annual Directors' Fees	Additional Fees	Option Awards
Dr Nave #	US\$40,000 # *	Annual fee of US\$7,500 # * for membership of the Audit and Risk Committee Annual fee of US\$7,500 # * for membership of the Nomination and Remuneration Committee	Options with a value of US\$80,000 (subject to stockholder approval of Item 9).

Dr Nave has directed the Company to pay his director fees to BCP3 Pty Ltd, a company in which Dr Nave is managing director and a shareholder

* Inclusive of statutory superannuation.

- (b) If and to the extent stockholders approve Item 9, the Options will be issued on or shortly following the date of the Annual Meeting (and in any event within 1 month after the Annual Meeting).
- (c) Neither Dr Nave nor the Nominated Entity will not pay any cash consideration for the Options.
- (d) The Options are being issued as part of Dr Nave's remuneration as a Non-executive Director.
- (e) If Item 9 is approved, the grant of the Options will be documented by a stock option grant notice and option agreement between the Nominated Entity and the Company, in a similar form as used for grants under the Plan and on the terms set out above.

What happens if stockholder approval is not obtained?

If stockholders do not approve Item 9, the grant of Options to the Nominated Entity will not proceed. Instead, the Company may evaluate compensating Dr Nave with additional cash fees.

Voting Exclusion for Item 9

The Company will disregard any votes cast in favour of Item 9 by or on behalf of Dr Nave, the Nominated Entity, any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely be reason of being a holder of ordinary securities in the entity) and any of their associates. However, the Company need not disregard a vote cast in favour of Item 9, if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 9 in accordance with the directions given to the proxy or attorney; or
- the person chairing the Annual Meeting as proxy or attorney for a person who is entitled to vote on Item 9 in accordance with a direction given to the chair to vote on Item 9 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 9; and
 - the holder votes on Item 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously (excluding Dr Nave) recommend that stockholders vote in favour of Item 9.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of Item 9.



OTHER BUSINESS

The Company, being a company incorporated in the state of Delaware, United States, is not required to meet the *Corporations Act 2001* (Cth) (**Corporations Act**) requirements to lay before the meeting the annual financial report and other related reports. The Board of the Company has however decided to lay before the meeting the Company's financial statements and the reports for the year ended 31 December 2022 [confirm]. The Corporations Act does not require a vote of stockholders on the reports or statements. However, the stockholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of the full financial report for consideration at the meeting can be accessed on the Company's website: <https://ebrsystemsinc.com/investors/>.

If a hard copy is preferred by the stockholder, please contact the Company's CDI or share registry.

STATUS OF CDIS

Under the Delaware General Corporation Law, shares are generally freely transferable subject to restrictions imposed by US federal or state securities laws, by the Company's certificate of incorporation or bylaws, or by an agreement signed with the holders of the shares at issue. The Company's CDIs sold in the initial public offering were issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (**US Securities Act**) for offers or sales which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the US Securities Act or the laws of any state or other jurisdiction in the US. The holders of the Company's CDIs are unable to sell the CDIs into the US or to a US person unless the re-sale of the CDIs is registered under the US Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a "FOR US" designation on the ASX. This designation restricts any CDIs from being sold on the ASX to US persons. However, you still may freely transfer your CDIs on the ASX to any person other than a US person, subject to the restrictions described above. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the US Securities Act.

EBR SYSTEMS, INC. ANNUAL MEETING OF STOCKHOLDERS

To be held:
on Tuesday, 23 May 2023 at 9:00am Australian Eastern Standard
Time (Monday, 22 May 2023 at 4:00pm U.S. Pacific Daylight
Time).

The Annual Meeting will be a virtual meeting, which will be
conducted online. See the Proxy Statement for details on how to
attend, vote your shares and submit questions during the Annual
Meeting.

Beneficial owners of common stock held in the form of CDIs or in street name by a broker, bank, trust or
other nominee may need proof of ownership to be admitted to the meeting. A brokerage or holding
statement or letter from the broker, bank, trust or other nominee are examples of proof of ownership.

Annexure A

EBR SYSTEMS, INC. 2021 STOCK INCENTIVE PLAN

Summary of Material Terms of the Company's 2021 Equity Incentive Plan

Purpose

The Company has adopted the 2021 Equity Incentive Plan (2021 Plan) which is intended to serve as the successor equity incentive plan to the Company's 2013 Equity Incentive Plan. The 2021 Plan will expire in 2031. The Company has adopted a sub-plan to the 2021 Plan that will apply to awards of Options granted to participants who are resident in Australia. The sub-plan for Australian participants is deemed to be part of the 2021 Plan.

Under the 2021 Plan, the Company may grant incentive stock options, non-statutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, performance stock awards, performance cash awards and other stock-based awards (together the Awards).

Share Reserve

Subject to the 'evergreen' provision explained below, the maximum number of Shares that may be issued under the 2021 Plan (including upon conversion of convertible securities) (Share Reserve) is equal to 35,064,607 Shares plus Shares that are represented by incentives that were previously granted under the Company's 2013 Plan which, on or after the date that the 2021 Plan became effective, are forfeited, expire or cancelled without delivery of Shares or involve the forfeiture of Shares already delivered back to the Company.

Evergreen Provision

In addition, the 2021 Plan contains an 'evergreen' provision, which allows for an annual increase on 1 January of each year in the Share Reserve commencing on (and including) 1 January 2023 to (and including) 1 January 2031. The annual increase in the Share Reserve will be at the Board's discretion and will be equal to up to 4% of the number of capital stock outstanding as of 31 December of the preceding calendar year, subject to a cap of the total Share Reserve of 18% of the fully diluted capital stock as of the same date (including unutilised Share Reserve). No increase to the 2021 Plan was approved for 2023.

Eligible Award Recipients

Employees, Directors and Consultants are eligible to receive Awards under the 2021 Plan.

Available Awards.

The 2021 Plan provides for the grant of the following Awards:

- Incentive Stock Options (an option granted pursuant to Section 5 of the 2021 Plan that is intended to be, and qualifies as, an "incentive stock option" within the meaning of Section 422 of the Internal Revenue Code of 1986);
- Nonstatutory Stock Options (any option granted pursuant to Section 5 of the 2021 Plan that does not qualify as an Incentive Stock Option);
- Stock Appreciation Rights (**SAR**) (a right to receive the appreciation on Common Stock that is granted pursuant to the terms and conditions of Section 5 of the 2021 Plan);
- Restricted Stock Awards (any right to receive Common Stock which is granted pursuant to the terms and conditions of Section 6(a) of the 2021 Plan);
- Restricted Stock Unit Awards (a right to receive shares of Common Stock which is granted pursuant to the terms and conditions of Section 6(b) of the 2021 Plan);
- Performance Stock Awards (Stock Awards granted under the terms and conditions of Section 6(c)(i) of the 2021 Plan);
- Performance Cash Awards (an award of cash granted pursuant to the terms and conditions of Section 6(c)(ii) of the 2021 Plan); and

- Other Stock Awards (an award based in whole or in part by reference to the Common Stock which is granted pursuant to the terms and conditions of Section 6(d) of the 2021 Plan).

Administration

The 2021 Plan is administered by the Board. In accordance with the provisions of the 2021 Plan, the Board will determine the terms of Options and other Awards which are granted under the 2021 Plan, including:

- which employees, Directors and consultants will be granted Awards under the 2021 Plan;
- when and how the Awards would be granted;
- the type of Award that would be granted;
- the provisions of each Award, including when a participant is permitted to exercise or otherwise receive cash or Shares under the Award;
- the number of Shares subject to an Award, or the cash value of such Award;
- the exercise price of each Award, which will generally not be less than fair market value of the Shares on the date the Award is granted; and
- the fair market value application to an Award.

Listing Rules


Notwithstanding any other provision of the 2021 Plan, while the Company is admitted to the official list of ASX, the provisions of this Plan are subject to the Listing Rules and the 2021 Plan is deemed to include any provisions necessary to comply with the Listing Rules.

Subject to the Listing Rules, the Board or any committee to which the Board delegates authority may, with the consent of the affected participant, amend the terms of outstanding Awards consistent with the terms of the 2021 Plan.

Adjustments to Shares and Awards

Upon the consummation of a Corporate Transaction (as defined in the 2021 Plan and includes a company sale, merger, consolidation or similar transaction following which the Company is not the surviving corporation), the following provisions will generally apply:

- Any or all outstanding awards may be assumed or continued, or substituted for similar awards, and any reacquisition or repurchase rights held by the Company may be assigned to the successor of the Company (or the successor's parent company, if any).
- If the surviving corporation or acquiring corporation (or its parent company) does not assume or continue any outstanding Award or substitute similar Awards for such outstanding Awards, then with respect to Awards that have not been assumed, continued or substituted that are held by participants whose continuous service has not been terminated prior to the effective time of a Corporate Transaction (Current Participants), such Awards will accelerate and vest in full (with performance-based Awards vesting at 100% of the target level) to a date prior to the effective time of such Corporate Transaction (contingent upon the effectiveness of the Corporate Transaction) as the Board determines (or, if the Board does not determine such a date, to the date that is five (5) days prior to the effective time of the Corporate Transaction). Any reacquisition or repurchase rights held by the Company with respect to such Awards will lapse (contingent upon the effectiveness of the Corporate Transaction).
- If the surviving corporation or acquiring corporation (or its parent company) does not assume or continue any outstanding Award or substitute similar Awards for such outstanding Awards, then with respect to Awards that have not been assumed, continued or substituted that are held by persons other than Current Participants, such Awards will terminate if not exercised prior to the occurrence of the Corporate Transaction; provided, however, that any reacquisition or repurchase rights held by the Company with respect to such Awards will not terminate and may continue to be exercised notwithstanding the Corporate Transaction.
- In the event that an Award will terminate if not exercised prior to the effective time of a Corporate Transaction, the Board may provide that the holder of such Award may not exercise such Award but will receive a payment, in such form as may be determined by the Board, equal in value, at the effective time, to the excess, if any, of (1) the value of the property the participant would have received upon the exercise of the



Award, over (2) any exercise price. The Board is not obligated to treat all Awards or portions of Awards, even those of the same type, in the same manner.

Clawback/Recovery

All Awards granted under the 2021 Plan will be subject to recoupment in accordance with any clawback policy that the Company is required to adopt pursuant to the listing standards of any national securities exchange or association on which the Company's securities are listed or as is otherwise required by the Dodd-Frank Wall Street Reform and Consumer Protection Act or other applicable law.

In addition, the Board may impose such other clawback, recovery or recoupment provisions in an Award Agreement as the Board determines necessary or appropriate, including but not limited to a reacquisition right in respect of previously acquired shares of Common Stock or other cash or property upon the occurrence of an event constituting Cause. No recovery of compensation under such a clawback policy will be an event giving rise to a right to resign for "good reason" or "constructive termination" (or similar term) under any agreement with the Company or an Affiliate.



EBR Systems, Inc.
ARBN 654 147 127

EBRRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9:00am (AEST) Friday, 19 May 2023**, (Thursday, 18 May 2023 at 4.00pm U.S. Pacific Daylight Time).

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHES Depositary Interest (CDI) is equivalent to one share of Common Stock of the Company, so that every 1 (one) CDI registered in your name at Friday, 14 April 2023 at 7.00pm (AEST) entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHES Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHES Depositary Nominees Pty Ltd enough time to tabulate all CHES Depositary Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, i.e. Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Voting Form

Please mark ☒ to indicate your directions

Step 1

CHESS Depositary Nominees will vote as directed *Select one option only*

XX

I/We being a holder of CHESS Depositary Interests of EBR Systems, Inc. hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to:

A Vote Directly CDN

☐

Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: For a valid Vote to be recorded you must mark FOR, WITHHOLD, AGAINST, or ABSTAIN on each item.

OR

B Appoint a proxy to vote on your behalf

I/We hereby appoint:

to attend, speak and vote the shares underlying my/our holding at the Annual Meeting of EBR Systems, Inc. to be held virtually on Tuesday, 23 May 2023 at 9.00am (AEST) (Monday, 22 May 2023, at 4.00pm U.S. Pacific Daylight Time) and at any adjournment or postponement of that meeting in accordance with the directions in Step 2 below.

Step 2

Items of Business

		For	Withhold	
Item 1(a)	Re-election of Class II Director - Dr Bronwyn Evans	<input type="checkbox"/>		<input type="checkbox"/>
Item 1(b)	Re-election of Class II Director - Mr John McCutcheon	<input type="checkbox"/>		<input type="checkbox"/>
		For	Against	Abstain
Item 2	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Grant of Options to Mr John McCutcheon, President, CEO and Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Grant of Options to Mr Allan Will, Executive Chair of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Grant of Options to Ms Karen Drexler, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Grant of Options to Dr Bronwyn Evans, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Grant of Options to Mr Trevor Moody, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Grant of Options to Dr David Steinhaus, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9	Grant of Options to a Nominated Entity of Dr Christopher Nave, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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