

Orthocell and the University of Western Australia solidify long term partnership by exchanging royalty entitlements for equity in Orthocell

- Orthocell has executed an agreement with the University of Western Australia (“UWA”) to exchange UWA’s royalty entitlement for equity in Orthocell
- Orthocell will issue UWA 1.71 million fully paid ordinary shares in the Company at a deemed price of \$0.35 per share placing UWA in the top 20 shareholders
- UWA exchanging royalty entitlements for shares in Orthocell reflects the long term partnership focus of both parties and is a positive for future investors
- Orthocell is ideally positioned to focus on the global distribution of its products

Perth, Australia; 30 October 2023: Regenerative medicine company Orthocell Limited (ASX:OCC, “Orthocell” or the “Company”) today announced that it had entered into a Royalty Agreement with the University of Western Australia (“UWA”) to exchange all royalty entitlements for shares in Orthocell. The Company will issue UWA 1.71 million fully paid ordinary shares at a deemed issue price of \$0.35 per share under its existing Listing Rule 7.1 placement capacity. As a result of the issue, UWA will hold 2.36 million shares (1.19%) in OCC on an undiluted basis.¹

Orthocell Chairman, John Van Der Wielen, said: “We are delighted to announce an agreement to exchange our financial obligations payable to UWA for equity in Orthocell. This agreement allows Orthocell to retain all revenue benefits of its Intellectual Property and makes Orthocell more attractive to potential partners and investors.”

“It is deeply encouraging to see this respected University, with strong connections to the origins of Orthocell’s platform technologies, elect to take shares as payment – signalling its continued support and investment in Orthocell’s world-leading medical products and innovations and likelihood to realise significant global growth.”

Orthocell’s regenerative medicine products were invented by Chief Scientific Officer and UWA academic Professor Ming Hao Zheng. In 2014 Orthocell acquired the intellectual property relating to the CelGro™ medical device and OrthoATI™ cell therapy from UWA for an ongoing royalty on sales of products.

Key terms of the Royalty Agreement

The key terms of the Royalty Agreement between Orthocell and UWA include:

- UWA agrees that no royalties payments or other benefits are payable by Orthocell or its related bodies corporate and personnel to UWA in connection with the CelGro™ medical device or the OrthoATI™ cell culture intellectual property
- UWA acknowledges that all right, title and interest in and to the CelGro™ medical device or the OrthoATI™ cell culture intellectual property remain exclusively vested in Orthocell
- Orthocell will issue UWA within 20 business days from execution 1,714,286 fully paid ordinary shares at a deemed issue price of \$0.35 per share, free from any security interest

¹ Based on the number of Orthocell’s shares on issue at the date of this announcement (including the 646,687 shares UWA already holds as at the date of this announcement), plus the number of shares to be issued to UWA under the Royalty Agreement, and assuming no existing convertible securities as at the date of this announcement are converted.



- Orthocell must apply for official quotation of the UWA Shares
- The UWA Shares will rank equally and have the same voting rights, dividend rights and other entitlements as the other ordinary shares on issue in Orthocell.

Release authorised by Paul Anderson,
Managing Director
Orthocell Ltd.

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About Orthocell Limited

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

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

Forward Looking Statement

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

