



Nomination Committee Charter

1. Purpose

The Board of Directors of Anteris Technologies Ltd ("Company") carries out the functions of a nomination committee in accordance with this Nomination Committee Charter.

In performing the functions of a nomination committee, the Board considers:

- Board composition, competencies and diversity:
 - a) periodically assessing the skill set required to discharge competently the Board's duties, having regard to the strategic direction of the Company and assessing the skills currently represented on the Board;
 - b) regularly reviewing the structure, size and composition of the Board (including the mix of skills, knowledge, experience, and independence) and the effectiveness of the Board as a whole;
 - c) developing strategies in relation to Board diversity;
- Board succession plans, Director induction programs and continuing development:
 - a) giving full consideration to the succession plans of the Board, with the aim of maintaining an appropriate mix of skills, experience, expertise, independence and diversity over time; and
 - b) identifying existing Directors who are due for re-election by rotation at the Company's Annual General Meetings in accordance with the Constitution of the Company and the ASX Listing Rules;
- the process for evaluating the performance of the Board, the committees of the Board and individual Directors;
- Board appointments, re-elections and terminations; and
- the plans in place to manage the succession of the CEO and other Executive Management positions.

2. Access to Information and Independent Advice

Access to Information

The Board may extend an invitation to any person to attend all or part of any meeting of the Board which it considers appropriate in performing its function under this Charter. In particular, the Board may meet with external advisers or any Executive Manager or other employee of the Company.

Independent Advice

The Board is authorised to obtain (at the cost of the Company) outside legal or independent professional advice and to secure the attendance of such advisers if it is considered necessary for the proper performance of the Board's functions under this Charter.

3. Review

- The Board shall assess periodically the effectiveness of the Board performing the functions of a Nomination Committee, and whether a separate committee needs to be established, with a view to ensuring that performance accords with best practice.
- This Charter shall be reviewed by the Board as required.
- This Charter was last reviewed by the Board on 18 February 2021.