

Results of Annual General Meeting

Perth, Australia – 29 November 2024: Orthocell Limited (ASX: OCC, “Orthocell” or “the Company”) advises that its Annual General Meeting of Shareholders was held today at 10.00 am AWST.

The resolutions were voted in accordance with the Notice of Annual General Meeting and Supplementary Notice of Annual General Meeting previously advised to the Australian Securities Exchange, with all resolutions being carried on a poll.

Resolution 4 (Approval of Additional 10% Placement Capacity) was carried by a sufficient majority as a special resolution.

Further information required by section 251AA(2) of the Corporations Act 2001 (Cth) is attached.

Release authorised by:

Paul Anderson
Orthocell Ltd CEO and MD

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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 a 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), New Zealand (WAND), UK (UKCA Mark) 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 and FDA engagement to confirm the path to the US market and prepare for partnering discussions.

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.

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Disclosure of Proxy Votes

Orthocell Limited

Annual General Meeting

Friday, 29 November 2024



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In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)			Results
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 Non Binding Resolution to adopt Remuneration Report	P	23,367,828	22,157,833 94.82%	758,876 3.25%	986,217	451,119 1.93%	26,951,012 97.26%	758,876 2.74%	986,217	-
2 Re-election of Professor Fiona Wood as a Director	P	38,511,832	37,885,636 98.37%	232,989 0.60%	45,900	393,207 1.02%	42,620,903 99.46%	232,989 0.54%	45,900	Carried
3 Re-election of Mr Kim Beazley as a Director	P	38,219,037	36,954,141 96.69%	848,489 2.22%	338,695	416,407 1.09%	41,712,608 98.01%	848,489 1.99%	338,695	Carried
4 Approval of Additional 10% Placement Capacity	P	38,106,761	36,415,140 95.56%	1,261,307 3.31%	441,292	430,314 1.13%	41,187,514 97.03%	1,261,307 2.97%	441,292	Carried
5 Ratification of prior issue of Placement Shares	P	36,855,910	35,329,814 95.86%	1,110,482 3.01%	207,159	415,614 1.13%	40,087,488 97.30%	1,110,482 2.70%	207,159	Carried
6 Grant of Short-Term Performance Rights to Mr Paul Anderson (or his nominee(s))	P	30,845,639	27,086,324 87.81%	2,696,931 8.74%	7,387,093	1,062,384 3.44%	31,490,768 92.11%	2,696,931 7.89%	8,387,093	Carried
7 Grant of Short-Term Performance Rights to Ms Nicole Telford (or her nominee(s))	P	30,828,639	27,009,284 87.61%	2,752,931 8.93%	7,404,093	1,066,424 3.46%	31,417,768 91.94%	2,752,931 8.06%	8,404,093	Carried
8 Grant of Long-Term Performance Rights to Mr Paul Anderson (or his nominee(s))	P	30,943,060	27,518,821 88.93%	2,384,667 7.71%	7,289,672	1,039,572 3.36%	31,900,453 93.04%	2,384,667 6.96%	8,289,672	Carried

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Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)			Results
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
9 Grant of Long-Term Performance Rights to Ms Nicole Telford (or her nominee(s))	P	30,926,060	27,307,774 88.30%	2,570,667 8.31%	7,306,672	1,047,619 3.39%	31,697,453 92.50%	2,570,667 7.50%	8,306,672	Carried
10 Grant of Retention Rights to Mr Paul Anderson (or his nominee(s))	P	30,703,639	27,003,972 87.95%	2,660,095 8.66%	7,529,093	1,039,572 3.39%	31,385,604 92.19%	2,660,095 7.81%	8,529,093	Carried
11 Approval of potential termination benefits to Mr Paul Anderson in relation to Short-Term Performance Rights	P	30,391,072	26,780,279 88.12%	3,141,681 10.34%	8,166,660	469,112 1.54%	30,591,451 90.69%	3,141,681 9.31%	9,166,660	Carried
12 Approval of potential termination benefits to Ms Nicole Telford in relation to Short-Term Performance Rights	P	30,360,025	26,749,225 88.11%	3,137,681 10.33%	8,197,707	473,119 1.56%	30,564,404 90.69%	3,137,681 9.31%	9,197,707	Carried
13 Approval of potential termination benefits to Mr Paul Anderson in relation to Long-Term Performance Rights	P	30,271,072	26,794,181 88.51%	2,966,036 9.80%	8,286,660	510,855 1.69%	30,647,096 91.18%	2,966,036 8.82%	9,286,660	Carried
14 Approval of potential termination benefits to Ms Nicole Telford in relation to Long-Term Performance Rights	P	30,391,072	26,774,134 88.10%	3,092,036 10.17%	8,166,660	524,902 1.73%	30,641,096 90.83%	3,092,036 9.17%	9,166,660	Carried
15 Ratification of issue of October Placement Shares under Listing Rule 7.1	P	33,335,912	32,124,952 96.37%	893,221 2.68%	307,852	317,739 0.95%	35,917,187 97.57%	893,221 2.43%	307,852	Carried
16 Ratification of issue of October Placement Shares under Listing Rule 7.1A	P	33,327,292	32,435,802 97.33%	573,751 1.72%	316,472	317,739 0.95%	36,228,037 98.44%	573,751 1.56%	316,472	Carried
17 Issue of October Placement Shares to Mr John Van Der Wielen (Director) or his nominee(s)	P	36,206,780	34,216,642 94.50%	1,595,911 4.41%	1,217,548	394,227 1.09%	38,952,929 96.06%	1,595,911 3.94%	1,217,548	Carried

