



AVITA MEDICAL, INC. CORPORATE GOVERNANCE GUIDELINES

November 5, 2025

AVITA Medical, Inc. (the "Company") Board of Directors (the "Board") has adopted the following Corporate Governance Guidelines (the "Guidelines") to reflect the Company's commitment to good corporate governance, to assist the Board in the exercise of its responsibilities, and to serve the interests of the Company and its stockholders. In furtherance of these goals, the Board has also adopted a Code of Business Conduct & Ethics for the Company (the "Code") and written charters for each of its committees including the Audit Committee, the Human Capital and Compensation Committee, and the Nominating and Corporate Governance Committee. These Guidelines acknowledge the leadership exercised by the Board's committees and their chairs, and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines should be interpreted in the context of all applicable laws and the Company's certificate of incorporation, bylaws and other corporate governance documents (the "Governance Documents"). The Board will review and amend these guidelines as it deems necessary and appropriate.

I. Role and Function of the Board

Stockholders elect the Board to oversee management and to ensure that the long-term interests of stockholders are being served. The Board recognizes that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders, including employees, customers, patients, suppliers, the government, the public and communities in which the Company does business.

The Board is not responsible for the day-to-day affairs of the Company, but it does have the responsibility to oversee management; to be informed, investigate, and act as necessary to promote the Company's business and regulatory objectives; and to regularly evaluate the strategic direction of the Company, including its management policies and the effectiveness with which management implements its policies. The Board may delegate areas of its responsibility and powers to the appropriate committees of the Board, consistent with the Company's Governance Documents and applicable law.

II. Director Responsibilities

Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- Ensuring legal and ethical conduct and reviewing and approving changes to the Code;
- Overseeing the Company's risk management policies and processes;
- Exercising their business judgment with due care and in good faith;
- Acting in what they reasonably believe to be the best interest of all stockholders;
- Becoming and remaining well-informed about the Company's business and operations, and the general business and economic trends affecting the Company;

- Ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders;
- Selecting, evaluating, compensating, and planning for the succession of, the Chief Executive Officer (the "CEO"), and when necessary, replacing the CEO;
- Advising on the selection, evaluation and development of the Company's executive leadership team (the "ELT");
- Participating in and monitoring the Company's strategic planning;
- Providing general oversight of the business, and reviewing and approving significant corporate actions;
- Overseeing the integrity of the Company's financial statements, internal financial controls, and financial reporting processes;
- Overseeing environmental, social and governance ("ESG") and applicable climate matters;
- Evaluating Board processes and performance;
- Selecting and nominating candidates for election to the Board; and
- Reviewing and establishing, on an annual basis, the compensation of the directors.

III. Board, Committee and Annual Stockholder Meetings

Directors are expected to prepare for, attend, and use reasonable efforts to participate in, all Board meetings and meetings of committees on which they serve (including separate meetings of independent directors), and to properly discharge their duties. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chair of the Board or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting. The Board and each committee will meet as frequently as it deems necessary to properly discharge their responsibilities, provided that the full Board will meet at least four times per year. Special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings. In addition, directors are expected to use reasonable efforts to attend annual meetings of the Company's stockholders.

The Chairperson (the "Chairperson" or "Chair") of the Board, in consultation with the CEO and appropriate members of executive management, will set the agenda for each Board meeting. Each director, however, is free to suggest the inclusion of items on the agenda.

Information and data regarding the topics to be considered at a meeting are important to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent appropriate and/or practical, the meeting agenda and any written materials relating to each Board meeting will be distributed in writing to the directors sufficiently in advance of the meeting to permit meaningful review. Directors are expected to review in detail the materials provided in advance of each meeting and be prepared to discuss such materials.

IV. Board Leadership Structure

The Board is led by the Chairperson, with such appointment reviewed annually by the Nominating and Corporate Governance Committee and confirmed by the Board. The general duty of the Chairperson is to provide leadership to the Board, including setting Board culture and reinforcing Company culture by example, building consensus around the Company's strategy, and providing direction as to how the Board operates. The Chairperson of the Board works with the CEO and

appropriate members of executive management to help ensure that matters for which management is responsible are appropriately reported to the Board.

The Chairperson of the Board will have the following responsibilities:

- use all reasonable efforts to ensure the Board's full discharge of its responsibilities;
- preside at all meetings of the Board and stockholders;
- together with the CEO and/or appropriate members of executive management, as applicable, review and approve the meeting agendas and schedules to assure there is sufficient time for discussion of all agenda items;
- facilitate and encourage communication between management and the Board; and
- carry out other responsibilities as requested by the Board as a whole, depending on needs and circumstances.

V. Lead Independent Director

If the Chair of the Board is a member of management or does not otherwise qualify as independent, the independent directors may elect a lead director (the "Lead Independent Director"). The Lead Independent Director's responsibilities include, but are not limited to: presiding over all meetings of the Board at which the Chair of the Board is not present, including any executive sessions of the independent directors; approving Board meeting schedules and agendas; and acting as the liaison between the independent directors, on the one hand, and the CEO and the Chair of the Board, on the other hand. At such times as the Chair of the Board is an independent director, the Chair of the Board will be deemed the Board's Lead Independent Director. The Board may modify its leadership structure in the future as it deems appropriate.

VI. Board Interaction with Institutional Investors, Research Analysts, Strategic Relationships and Media

As a general rule, management will speak on behalf of the Company to institutional investors, other stockholders, research analysts, persons involved in existing or possible strategic relationships, external financial advisors, customers, suppliers, the media and/or others. Directors must not engage in any direct conversations or meetings with any of the above-mentioned parties, and should refer any and all inquiries from such parties to management. In limited situations, at the request of the CEO, the Board may meet or otherwise communicate with various constituencies that are involved with the Company. Any outreach, comments, and other statements from the entire Board, if appropriate, will be made by the Chairperson, unless otherwise agreed to, and delegated by, the Chairperson and the CEO. Directors are expected at all times to take special care in any communication concerning the Company and the Board in due consideration of confidentiality requirements, laws prohibiting insider trading and tipping, as well as selective disclosure, and the need for the Company and Board to provide coordinated communication to third parties and the public.

VII. Confidentiality

In order to facilitate open discussions, the Board believes maintaining confidentiality of information and deliberations is critical. Each director has a fiduciary obligation to maintain the confidentiality of information received in connection with his or her service on the Board and its committees.

VIII. Change in Primary Employment and/or Board Memberships; Awareness of Adverse Circumstances

Directors, including any director who is currently an officer or employee of the Company, who (a) experience a change (i) of circumstances in their primary business or profession and/or (ii) in membership on other boards, or (b) become aware of circumstances that may adversely reflect upon themselves or the Company, are expected to notify the Chairperson of the Nominating and Corporate Governance Committee in a timely manner so that the Committee may consider the circumstances and determine whether their continued service on the Board is appropriate. The Nominating and Corporate Governance Committee may, in certain cases, recommend that the Board request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

IX. Composition and Selection of the Board

A. Size and Composition of the Board

The Board will assess its size from time to time to determine whether its size continues to be appropriate. However, in the absence of circumstances, the Board should consist of between six and eight members.

B. The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates.

C. Board Member Annual Election/Board Terms

Each Board member is subject to election by stockholders on an annual basis. The Board has not established any term limits for serving on the Board and no mandatory retirement age. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of causing the loss to the Company of the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and who, therefore, can provide an increasingly significant contribution to the Board as a whole. Notwithstanding the above, the Nominating and Corporate Governance Committee will consider the tenure of directors as one of several factors in its re-nomination recommendations.

D. Independence of Non-Employee Directors

The Board is comprised of a majority of directors who qualify as "independent directors" under the Listing Rules of The Nasdaq Stock Market ("NASDAQ").

"Independent director" means a person other than an officer or an employee of the company or its subsidiaries, or any other individual having a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board must make an affirmative determination that no such relationship exists, considering the

NASDAQ Listing Rules setting forth certain relationships that preclude a finding of independence.

X. Other Board Memberships

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, Board members must be willing to devote sufficient time to carry out their duties and responsibilities effectively. The Nominating and Corporate Governance Committee may take into account the nature of, and time involved in, a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee. Together, they shall review the proposed board membership, and shall consult with the Secretary to the Board as necessary, to ensure compliance with applicable laws and policies (specifically, independence and time availability standards).

Service on other boards and/or committees of other organizations should be consistent with the Company's conflict of interest policy as contained in the Code.

XI. Operation of the Board

A. Board Meetings, Meeting Order, Agenda, and Board Meeting Materials

Board meetings are scheduled in advance, although special meetings may be called as necessary. The Board shall endeavor to meet in-person at the Company headquarters or at an offsite location. The Chair shall establish the rules of order and procedure of the Board meeting to ensure the meeting is conducted in an orderly fashion. The Chair shall also control the order of issues to be presented to the Board. The Chair retains the right, if necessary, to rule out of order any remarks or discussion. Board members are urged to make suggestions for agenda items or meeting materials to the Chair and CEO.

Information important to the business matters at the Board meeting shall be, to the fullest extent possible, distributed in advance of the Board meeting so that the Board meeting time may be focused on discussions and analysis, rather than on an exchange of information. Confidential matters may be discussed at the Board meeting without materials being distributed in advance of the meeting.

B. Executive Sessions of Independent Directors

Independent directors will meet without non-independent directors or management present in connection with each regularly scheduled Board meeting, and at other times at their discretion, but shall meet no less than twice a year (the "Executive Session"). The Chairperson of the Board or, if applicable, the Lead Independent Director, will serve as chair of the executive sessions.

C. Committee Composition and Responsibilities

The Board will have at all times an Audit Committee, a Human Capital and Compensation Committee, and a Nominating and Corporate Governance Committee, as well as any other committees the Board deems appropriate. All the members of the Audit Committee, the Human Capital and Compensation Committee, and the Nominating and Corporate Governance Committee will be independent directors under the criteria for independence required by law and NASDAQ. The members of each standing and ad hoc committee of the Board will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee based on each committee member's qualification standards. The Board will appoint the chairperson of each committee (the "Committee Chair") upon the recommendations of the Nominating and Corporate Governance Committee.

D. Operation of Committees

The Committee Chair establishes the rules of order and procedure of their respective committee meetings to ensure such meetings are conducted in an orderly fashion. The Committee Chair controls the committee meeting agenda and the order of issues to be presented to the committee.

E. Executive Sessions of Committees

To the extent possible, an Executive Session will be held at every regularly scheduled committee meeting. In addition to Executive Sessions, committees may have separate meetings with management, the independent auditors and other third parties, as deemed necessary and/or required in their respective charters.

F. Charters

The Board will adopt charters setting forth the purposes, goals, and responsibilities of each committee, as well as qualifications for committee membership, the size of the committee, and any other factors deemed appropriate for the proper functioning of the committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's Governance Documents and the committee's charter.

G. Assessing the Board's Performance/Board and Committee Evaluation

To encourage continuous improvement of the directors individually, and of the Board as a whole, each year, the Nominating and Corporate Governance Committee will oversee a Board and committee self-evaluation process, with each Committee conducting its own self-evaluation. The Chair of each Committee will review the results of its Committee's self-evaluation with the Chair of the Board, and will subsequently summarize the results of that self-evaluation in a report to the Board in an Executive Session.

XII. Conflict of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. Consistent with the Code, if an actual or

potential conflict of interest develops, whether because of a change in the business of the Company, a director's circumstances, or any other circumstances giving rise to a potential conflict of interest, the director shall report the matter immediately to the Chief Legal and Compliance Officer who will, where appropriate, report the matter to the Board Chair and the Chair of the Nominating and Corporate Governance Committee for evaluation and appropriate resolution consistent with the Code.

If a director has a personal interest in a manner before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the Board's discussion, and shall not vote on this matter.

XIII. Board Access to Executive Management and Independent Advisors

Directors will have access to the Company's executive management and its independent auditors in order to ensure that they are able to ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with executive management does not distract managers from their jobs or disturb the business operations of the Company.

The Board encourages the Chair of the Board or of any committee to invite Company managers and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

The Board and its committees have the right at any time to retain independent outside accounting, financial, legal or other advisors necessary to discharge their responsibilities, and the Company shall provide appropriate funding, as determined by the Board or any committee, to compensate such independent outside advisors, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their responsibilities.

XIV. Director Orientation and Continuing Education

All new directors receive an orientation, which includes among other things, written and/or in-person briefings by relevant members of executive management of the Company regarding the Company's history and business, current operations, and future plans.

Directors are encouraged to participate in continuing education programs at the Company's expense in order to maintain the necessary level of expertise to perform their responsibilities as directors in addition to providing a valuable perspective on the performance of the Company. As appropriate, the Secretary to the Board, in coordination with the CEO, will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

XV. Director Compensation

The Board believes that independent director pay should fairly compensate directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of the Company's stockholders. The Human

Capital and Compensation Committee will annually review and recommend the form and amount of director compensation, in accordance with corporate policies and principles relevant to non-employee director compensation. The Company's executive officers do not receive additional compensation for their service as directors.

In undertaking its review, the Human Capital and Compensation Committee may receive advice from and/or engage outside consultants to provide relevant reports on best practices and comparative analyses on independent director compensation. The Board will seek to avoid compensation elements that could compromise the independence of directors. Except as otherwise permitted by the applicable NASDAQ Listing Rules, members of both the Audit Committee and the Human Capital and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation (such compensation includes cash compensation for service on committees of the Board, as well as the receipt of equity awards).

XVI. Evaluation of the CEO and the ELT

The Board, through the Human Capital and Compensation Committee, annually reviews the performance of the CEO and the ELT in light of pre-established corporate goals and objectives. Based on this review and its subsequent evaluation, the Human Capital and Compensation Committee shall recommend to the Board for approval the compensation levels of the CEO and the ELT. The CEO shall communicate the evaluation and compensation information to each member of the ELT, and the Chair shall communicate the Board's annual evaluation and compensation information to the CEO.

XVII. Management Succession

The CEO will meet with the Human Capital and Compensation Committee at least once per year to discuss his or her recommendations and evaluate potential successors to his or her own position, including in the event of an unexpected occurrence or retirement, and review any development plans, if appropriate. In addition, the CEO will present succession planning and development for each member of the ELT.

XVIII. ASX Corporate Governance Statement

The Company's Australian Corporate Governance Statement has been prepared in accordance with ASX Listing Rule 4.10.3 by reference to the 4th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations; such Statement is located on the Company's website and referenced in the Company's annual report on Form 10-K as filed with the SEC.

XIX. Review and Disclosure of Corporate Governance Guidelines

These Guidelines are reviewed annually by the Board through the Nominating and Governance Committee, and any amendments are discussed and determined by the Board. The Company shall make these Guidelines publicly available on the Company's website and will disclose such availability in its annual proxy statement.