



**CHARTER OF THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
AVITA MEDICAL, INC.
Last Updated August 8, 2023**

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of AVITA Medical, Inc., a Delaware corporation (the "Company"), is to assist the Board in fulfilling its oversight responsibilities with respect to Corporate Governance, as specifically set forth under Section IV below:

II. Composition

The Committee shall consist of at least three (3) or more members of the Board, each of whom shall be appointed by the Board and each of whom is determined by the Board to be:

- "independent" under the applicable rules of the NASDAQ Capital Market ("NASDAQ") and the laws promulgated by the U.S. Securities and Exchange Commission ("SEC"); and
- for so long as the Company has its securities traded on the Australian Securities Exchange ("ASX"), the majority of whom are required to be "independent" and "non-executive directors" who meet such criteria in the ASX Corporate Governance Council Principles and Recommendations.

Each member of the Committee shall be appointed by the Board based on their knowledge and experience in nomination and governance matters and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by majority vote of the Board at any time. The Board shall designate one member of the Committee as Chair.

The Committee has the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates, including sole authority to approve all search firm's fees and other retention terms. The

Committee may also retain counsel or other advisors as it deems appropriate. The Committee shall have the sole authority to retain and terminate the consultants or advisors and to review and approve the consultant's or advisor's fees and other retention terms.

III. Meetings

The Committee shall meet in person, telephonically, or by videoconference as frequently as it deems necessary or appropriate in order to perform its responsibilities, but at least three times per year. The Committee may also act by unanimous written consent in lieu of a meeting. Meetings may be called by the Chair of the Committee or a majority of the members of the Committee. The Chair will approve the agendas for the Committee meetings. The majority of the members of the Committee at a meeting, but not less than two (2), constitute a quorum. A majority of members present at a meeting may act on behalf of the Committee.

The Committee may invite to its meetings any director, member(s) of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate in order to carry out its responsibilities.

IV. Responsibilities and Duties

The Committee shall have the full power and authority to carry out the following responsibilities and perform such duties and responsibilities as may be assigned to the Committee by the Board.

Board Nominees

1. Oversee searches for and identify qualified individuals for membership on the Board. In evaluating the suitability of individual candidates to the Board, the Committee shall consider the benefits of diversity, including diversity of thought, viewpoints, educational and professional background, gender, race, age, sexual orientation and ethnic or national background.
2. Recommend to the Board, director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
3. Establish and recommend to the Board criteria for Board and Board committee membership and recommend individuals for membership on

the Board and its committees. In addition, the Committee shall annually reassess and review the current Chair of the Board committees, and if necessary, recommend, to the Board a member of each of the Board committees to serve as Chair and shall annually reassess and review the Board Chair, and if necessary, recommend to the Board a member of the Board to serve as Board Chair. In making its recommendations for Board and committee membership, the Committee shall:

- review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law, NASDAQ or the ASX rules for Audit membership purposes);
- in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors and continued qualifications, as well as when a director has a change of status, including but not limited to an employment change;
- periodically review the composition of the Board as a whole, as well as the Board size and leadership structure, as well as its committees, in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience;
- monitor the independence (within the meaning of NASDAQ and ASX rules) of Board members;
- recommend to the Board changes, if any, that the Committee believes desirable to the size of the Board or any committee thereof, or to the Board's committee structure; and
- consider any other factors deemed appropriate by the Committee or the Board.

Annual Performance Evaluations

4. Lead the Board in a self-evaluation annually, to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the

evaluations, including any recommendations for proposed changes, to the Board in executive session.

5. Ensure that each committee is conducting an annual self-evaluation of such committee's performance, review such evaluations and consider any recommendations for proposed changes to the Board stemming from such evaluations.
6. Perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Corporate Governance Matters

7. Monitor significant corporate governance developments and make recommendations to the Board regarding any such developments it deems appropriate.
8. Annually review and reassess the Company's corporate governance guidelines for adequacy and recommend any proposed changes to the Board.
9. Provide oversight and guidance and make recommendations to the Board regarding environmental, social, and governance (ESG) matters relevant to the Company and other sustainability matters relevant to the Company's business including Company policies, opportunities, reporting and activities, including the support of charitable and educational organizations and causes.
10. Assist the Board in overseeing the Company's engagement efforts with shareholders and key stakeholders on matters within the Committee's areas of responsibility, including key ESG ratings agencies.
11. Review and make recommendations to the Board on proposals that relate to corporate governance, public policy and/or sustainability issues submitted by shareholders for inclusion in the Company's proxy material.

Compliance Oversight

The Committee shall have the following duties and responsibilities with respect

to compliance with significant legal and regulatory requirements, as well as compliance with the Company's Code of Business Conduct and Ethics (the "Code"). The Committee Chair may, as he or she deems necessary or prudent, designate one or more compliance matters addressed in this Charter to be presented directly to the full Board without prior Committee review.

12. Oversee, review, and receive updates on the Company's significant legal and regulatory compliance matters, provided that matters with financial implications will be referred to and reviewed by the Audit Committee. Matters within the Committee's oversight responsibilities may include, without limitation, compliance with laws, fair dealing, employee health and safety, data privacy, employment, anti-bribery, work environment, interactions with health care professionals, and product quality compliance.
13. Oversee and review emerging regulatory issues or trends which could affect the Company's legal and regulatory compliance practices, including the consideration and implementation of identified and appropriate industry best practices.
14. Review certification/acknowledgment process for compliance with the Company's Code; oversee the periodic review and make recommendations to the Board regarding any proposed revisions of the Code.
15. Oversee, review, and receive updates regarding the Company's ethics and compliance issue reporting mechanisms and significant investigations. This will include reviewing reports on (i) the process for how ethics and compliance issues are identified and reported to the compliance department; (ii) all significant investigations directed by the compliance department pursuant to the hotline or other reporting mechanisms maintained by the Company; and (iii) reinforcing the need for independence, objectivity, professionalism and confidentiality as guiding principles in the investigative process.
16. Review the compliance department's staffing, expenditures and budget to ensure the Company's compliance function has adequate funding and resources to carry out its mission and objectives in light of the Company's risk profile.

Director Orientation and Continuing Education

17. The Committee shall oversee an orientation and continuing education program for directors.

Reports

18. At each regular meeting of the Board, the Committee shall report to the Board on any meetings held or actions taken by the Committee since the last regular meeting of the Board with such recommendations as the Committee shall deem appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make such report.
19. Appoint a secretary to take and maintain minutes or other records of meetings and activities of the Committee.

Other

20. Perform such other lawful activities and functions consistent with this Charter as delegated by the Board.

V. Delegation of Authority

The Committee may delegate authority and responsibilities to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interest of the Company. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

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