UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2026

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to

Commission File Number: 001-39059

AVITA MEDICAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	**85-1021707**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

28159 Avenue Stanford
Suite 220
Valencia, CA 91355
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: (661) 367-9170

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	**RCEL**	**The Nasdaq Stock Market LLC**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has selected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the registrant's common stock, par value $0.0001, outstanding as of November 2, 2026 was 31,420,219.

TABLE OF CONTENTS

NOTE REGARDING FORWARD-LOOKING STATEMENTS		3
PART I – FINANCIAL INFORMATION		4
Item 1.	**Financial Statements**	4
	Consolidated Balance Sheets – As of September 30, 2026 (unaudited) and December 31, 2025	4
	Consolidated Statements of Operations for the three-months and nine-months ended September 30, 2026 and 2025 (unaudited)	5
	Consolidated Statements of Comprehensive Loss for the three-months and nine-months ended September 30, 2026 and 2025 (unaudited)	6
	Consolidated Statements of Stockholders' Equity (Deficit) for the three-months and nine-months ended September 30, 2026 and 2025 (unaudited)	7
	Consolidated Statements of Cash Flows for the nine-months ended September 30, 2026 and 2025 (unaudited)	9
	Notes to Consolidated Financial Statements (unaudited)	11
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	30
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	37
Item 4.	Controls and Procedures	37
Part II – OTHER INFORMATION		38
Item 1.	Legal Proceedings	38
Item 1A.	Risk Factors	38
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	38
Item 3.	Defaults Upon Senior Securities	38
Item 4.	Mine Safety Disclosures	38
Item 5.	Other Information	38
Item 6.	Exhibits	39
	Signatures	40

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q, including statements regarding our expectations of future revenue; or future growth in revenue, profit, or gross and/or operating margins; or the ability to achieve or sustain profitability are forward-looking statements. Forward-looking statements in this Quarterly Report may refer to a variety of topics including, but not limited to industry market conditions; increased competition; changes in our production capacity; ability to obtain and/or maintain regulatory approvals and comply with applicable regulations; the conduct or outcome of pre-clinical or clinical (human) studies; operational and management restructuring activities; our ability to find and maintain partnerships relating to collaborations, strategic arrangements, and licensing arrangements; performance by third parties of their contractual duties or expected deadlines; our ability to obtain and maintain favorable coverage and reimbursement determinations from third party payors; market reaction to growth or product initiatives; our ability to expand our sales and marketing organizations to address existing and new markets that we intend to target; market penetration of our products; the ability to continue to scale our manufacturing operations to meet the demand for our products; our ability to attract and retain qualified personnel, including management; solvency; non-compliance with debt covenants, which may result in the acceleration of our debt obligations or the need for renegotiations with our lenders; taxes, interest rates, and inflationary pressures, and future working capital costs; changes in the legal or regulatory environments; productivity, business process, consulting, operational, financial, and capital projects and/or initiatives. These statements involve known and unknown risks, uncertainties, and other important factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

In some cases, you can identify forward-looking statements by terms such as "aim," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "seek," "should," "target," "will," or "would" or the negative of these terms or other similar expressions.

The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition, and results of operations. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are subject to a number of important factors that could cause actual results to differ materially from those in the forward-looking statements, including the factors described under Part I, Item 1A, "Risk Factors," in the Company's Annual Report on Form 10-K for the year-ended December 31, 2025 filed with the SEC on February 12, 2026 and lodged with the Australian Securities Exchange ("ASX") on February 13, 2026, as updated from time to time in the Company's subsequent Quarterly Reports on Form 10-Q (the "Risk Factors"). These Risk Factors could materially adversely affect our business, financial condition, liquidity, results of operations and capital position, and could cause our actual results to differ materially from our historical results or the results contemplated by the forward-looking statements contained in this Quarterly Report on Form 10-Q. There have been no material changes to the Risk Factors.

Moreover, we operate in an evolving environment. New risks and uncertainties may emerge from time to time, and it is not possible for our management to predict all risks and uncertainties that may impact our business or operations.

You should read this Quarterly Report on Form 10-Q and the documents that we reference in this Quarterly Report on Form 10-Q completely, and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, changed circumstances, future events or otherwise.

PART I – Financial Information

Item 1. FINANCIAL STATEMENTS

AVITA MEDICAL, INC.
Consolidated Balance Sheets
(In thousands, except share and per share data)
(Unaudited)

	As of	
	September 30, 2026	**December 31, 2025**
ASSETS		
Cash and cash equivalents	$ 10,500	$ 10,243
Marketable securities	-	7,942
Accounts receivable, net	10,343	9,086
Prepaids and other current assets	2,030	1,293
Inventory	4,803	6,926
Total current assets	27,676	35,490
Plant and equipment, net	7,355	8,630
Operating lease right-of-use assets	2,406	2,899
Corporate-owned life insurance (“COLI”) asset	3,165	3,116
Intangible assets, net	5,550	5,645
Other long-term assets	642	612
Total assets	$ 46,794	$ 56,392
LIABILITIES AND STOCKHOLDERS’ EQUITY (DEFICIT)		
Accounts payable and accrued liabilities	$ 4,838	$ 8,959
Accrued wages and fringe benefits	11,499	7,813
Loan facility	-	42,984
Current non-qualified deferred compensation (“NQDC”) liability	554	276
Contingent liability	3,000	-
Other current liabilities	3,146	2,645
Total current liabilities	23,037	62,677
Loan facility, long-term	45,476	-
Non-qualified deferred compensation liability	4,420	3,697
Contract liabilities	265	290
Operating lease liabilities, long-term	1,658	2,135
Contingent liability, long-term	-	3,000
Warrant liabilities	2,975	1,243
Total liabilities	77,831	73,042
Commitments and contingencies (Note 11)		
Stockholders' equity (deficit):		
Common stock, $0.0001 par value per share, 200,000,000 shares authorized, 30,962,549 and 30,571,662, shares issued and outstanding at September 30, 2026 and December 31, 2025, respectively	3	3
Preferred stock, $0.0001 par value per share, 10,000,000 shares authorized, no shares issued or outstanding at September 30, 2026 and December 31, 2025	-	-
Company common stock held by the non-qualified deferred compensation plan	(625)	(1,293)
Additional paid-in capital	401,391	394,408
Accumulated other comprehensive income (loss)	1,091	(1,367)
Accumulated deficit	(432,897)	(408,401)
Total stockholders’ equity (deficit)	(31,037)	(16,650)
Total liabilities and stockholders’ equity (deficit)	$ 46,794	$ 56,392

The accompanying notes form part of the unaudited Consolidated Financial Statements.

AVITA MEDICAL, INC.
Consolidated Statements of Operations
(In thousands, except share and per share data)
(Unaudited)

	Three-Months Ended		Nine-Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Sales revenue	$ 25,862	$ 16,897	$ 66,415	$ 53,448
Lease revenue	252	165	652	547
Total revenues	26,114	17,062	67,067	53,995
Cost of sales	(4,173)	(3,187)	(11,631)	(9,490)
Gross profit	21,941	13,875	55,436	44,505
Operating expenses:				
Sales and marketing	(13,566)	(12,053)	(39,980)	(41,200)
General and administrative	(6,307)	(7,227)	(18,339)	(20,283)
Research and development	(4,697)	(3,748)	(15,404)	(15,148)
Total operating expenses	(24,570)	(23,028)	(73,723)	(76,631)
Operating loss	(2,629)	(9,153)	(18,287)	(32,126)
Interest expense	(1,479)	(1,268)	(4,366)	(3,754)
Other expense, net	(2,049)	(2,751)	(1,756)	(1,058)
Loss before income taxes	(6,157)	(13,172)	(24,409)	(36,938)
Income tax expense	(65)	(15)	(87)	(28)
Net loss	$ (6,222)	$ (13,187)	$ (24,496)	$ (36,966)
Net loss per common share:				
Basic and diluted	$ (0.20)	$ (0.46)	$ (0.80)	$ (1.37)
Weighted-average common shares:				
Basic and diluted	30,866,230	28,393,445	30,720,190	27,012,691

The accompanying notes form part of the unaudited Consolidated Financial Statements.

AVITA MEDICAL, INC.
Consolidated Statements of Comprehensive Loss
(In thousands)
(Unaudited)

	Three-Months Ended		Nine-Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Net loss	$ (6,222)	$ (13,187)	$ (24,496)	$ (36,966)
Change in fair value due to credit risk on loan facility	1,173	689	2,462	563
Net unrealized loss on marketable securities	-	-	(4)	(14)
Comprehensive loss	$ (5,049)	$ (12,498)	$ (22,038)	$ (36,417)

The accompanying notes form part of the unaudited Consolidated Financial Statements.

AVITA MEDICAL, INC.
Consolidated Statements of Stockholders' Equity (Deficit)
(In thousands, except shares)
(Unaudited)

	Common Stock						
	Shares	Amount	Company common stock held by the NQDC Plan	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance at June 30, 2026	30,926,847	$ 3	$ (625)	$ 399,541	$ (82)	$ (426,675)	$ (27,838)
Net loss	-	-	-	-	-	(6,222)	(6,222)
Stock-based compensation	-	-	-	1,668	-	-	1,668
Vesting of restricted stock units	8,750	-	-	-	-	-	-
Exercise of stock options	26,952	-	-	182	-	-	182
Change in fair value due to credit risk on loan facility	-	-	-	-	1,173	-	1,173
Balance at September 30, 2026	30,962,549	$ 3	$ (625)	$ 401,391	$ 1,091	$ (432,897)	$ (31,037)

	Common Stock						
	Shares	Amount	Company common stock held by the NQDC Plan	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance at June 30, 2025	26,613,678	$ 3	$ (1,296)	$ 374,073	$ (2,079)	$ (383,593)	$ (12,892)
Net loss	-	-	-	-	-	(13,187)	(13,187)
Issuance of common stock under private placement	3,440,377	-	-	14,792	-	-	14,792
Issuance costs associated with private placement	-	-	-	(1,058)	-	-	(1,058)
Issuance of common stock related to debt amendment	400,000	-	-	2,152	-	-	2,152
Stock-based compensation	-	-	-	2,775	-	-	2,775
Vesting of restricted stock units	23,591	-	-	-	-	-	-
Exercise of stock options	6,600	-	-	33	-	-	33
Distribution of Company common stock held by the NQDC Plan	-	-	58	(32)	-	-	26
Vesting of Company common stock held by the NQDC Plan	8,865	-	(43)	43	-	-	-
Change in redemption value of share awards in NQDC Plan	-	-	-	4	-	-	4
Change in fair value due to credit risk on loan facility	-	-	-	-	689	-	689
Balance at September 30, 2025	30,493,111	$ 3	$ (1,281)	$ 392,782	$ (1,390)	$ (396,780)	$ (6,666)

	Common Stock						
	Shares	Amount	Company common stock held by the NQDC Plan	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance at December 31, 2025	30,571,662	$ 3	$ (1,293)	$ 394,408	$ (1,367)	$ (408,401)	$ (16,650)
Net loss	-	-	-	-	-	(24,496)	(24,496)
Issuance of common stock due to exercise of penny warrants	144,895	-	-	718	-	-	718
Stock-based compensation	-	-	-	4,757	-	-	4,757
Vesting of restricted stock units	75,798	-	-	-	-	-	-
Exercise of stock options	26,952	-	-	182	-	-	182
ESPP purchase	143,242	-	-	437	-	-	437
Reclassification of warrant liability to equity due to issuance	-	-	-	1,290	-	-	1,290
Distribution of Company common stock held by the NQDC Plan	-	-	668	(401)	-	-	267
Net unrealized loss on marketable securities	-	-	-	-	(4)	-	(4)
Change in fair value due to credit risk on loan facility	-	-	-	-	2,462	-	2,462
Balance at September 30, 2026	30,962,549	$ 3	$ (625)	$ 401,391	$ 1,091	$ (432,897)	$ (31,037)

	Common Stock						
	Shares	Amount	Company common stock held by the NQDC Plan	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity (Deficit)
Balance at December 31, 2024	26,354,042	$ 3	$ (1,319)	$ 367,568	$ (1,939)	$ (359,814)	$ 4,499
Net loss	-	-	-	-	-	(36,966)	(36,966)
Issuance of common stock under private placement	3,440,377	-	-	14,792	-	-	14,792
Issuance costs associated with private placement	-	-	-	(1,058)	-	-	(1,058)
Issuance of common stock related to debt amendment	400,000	-	-	2,152	-	-	2,152
Stock-based compensation	-	-	-	8,121	-	-	8,121
Vesting of restricted stock units	85,707	-	-	-	-	-	-
Exercise of stock options	74,725	-	-	407	-	-	407
ESPP purchase	114,787	-	-	548	-	-	548
Distribution of Company common stock held by the NQDC Plan	-	-	217	(17)	-	-	200
Vesting of Company common stock held by the NQDC Plan	23,473	-	(179)	179	-	-	-
Change in redemption value of share awards in NQDC Plan	-	-	-	90	-	-	90
Net unrealized loss on marketable securities	-	-	-	-	(14)	-	(14)
Change in fair value due to credit risk on loan facility	-	-	-	-	563	-	563
Balance at September 30, 2025	30,493,111	$ 3	$ (1,281)	$ 392,782	$ (1,390)	$ (396,780)	$ (6,666)

The accompanying notes form part of the unaudited Consolidated Financial Statements.

AVITA Medical, Inc.
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Nine-Months Ended	
	September 30, 2026	**September 30, 2025**
Cash flow from operating activities:		
Net loss	$ (24,496)	$ (36,966)
Adjustments to reconcile net loss to net cash used in operating activities:		
Debt issuance costs	319	-
Fair value of common stock issued related to loan amendment	-	2,152
Change in fair value of loan facility	(419)	767
Change in fair value of warrant liabilities	2,697	(1,572)
Depreciation and amortization	1,824	1,647
Stock-based compensation	4,757	8,146
Non-cash lease expense	722	662
Loss on fixed asset disposal	334	590
Loss on patent disposal	2	11
Remeasurement and foreign currency transaction loss	26	17
Excess and obsolete inventory related charges	243	695
Provision for credit losses	36	(17)
Amortization of premium of marketable securities	(124)	(224)
Non-cash changes in the fair value of NQDC plan	639	(1,069)
Changes in operating assets and liabilities:		
Trade and other receivables	(1,292)	3,714
Prepaids and other current assets	(737)	257
Inventory	1,880	(666)
Corporate-owned life insurance ("COLI") asset	187	406
Other long-term assets	(31)	(529)
Accounts payable and accrued expenses	(4,192)	1,762
Accrued wages and fringe benefits	3,686	(4,656)
Current non-qualified deferred compensation liability	545	(1,739)
Other current liabilities	(230)	(111)
Operating lease liability	(477)	(716)
Non-qualified deferred compensation plan liability	(152)	1,707
Contract liabilities	(25)	(25)
Net cash used in operating activities	(14,278)	(25,757)
Cash flow from investing activities:		
Purchase of marketable securities	(3,937)	(11,346)
Maturities of marketable securities	12,000	25,500
Purchase of plant and equipment	(238)	(1,679)
Patent filing fees	(6)	(34)
Net cash provided by investing activities	7,819	12,441
Cash flow from financing activities:		
Proceeds from loan facility, net of issuance costs	49,081	-
Repayment of Previous Credit Agreement	(42,984)	-
Proceeds from private placement of common stock	-	14,792
Issuance costs associated with private placement	-	(1,058)
Proceeds from exercise of stock options	182	406
Employee stock purchase plan ("ESPP") purchases	437	548
Net cash provided by financing activities	6,716	14,688
Net increase in cash and cash equivalents	257	1,372
Cash and cash equivalents beginning of the period	10,243	14,050
Cash and cash equivalents end of the period	$ 10,500	$ 15,422

Supplemental Disclosure of Cash Flow Information:				
Income taxes paid during the period	$	47	$	-
Interest paid during the period	$	4,344	$	3,738
Non-cash investing and financing activities:				
Capital expenditures not yet paid	$	63	$	150
Right-of-use-asset obtained in exchange for lease liabilities	$	-	$	201
Intangible asset purchase not yet paid	$	500	$	-
Exercise of penny warrants	$	718	$	-
Warrant liability recognized upon issuance of loan facility	$	1,043	$	-
Reclassification of warrant liability to equity due to issuance	$	1,290	$	-

The accompanying notes form part of the unaudited Consolidated Financial Statements.

AVITA MEDICAL, INC.
Notes to Consolidated Financial Statements
(Unaudited)

1. The Company

Nature of the Business

AVITA Medical, Inc. and its subsidiaries (collectively, "AVITA Medical" or the "Company") is a leading therapeutic acute wound care company delivering transformative solutions. The Company's technologies are designed to optimize wound healing, effectively accelerating the time to patient recovery. The Company's solutions improve the healing outcomes for patients with traumatic injuries and surgical repairs, addressing critical healing needs that arise from unpredictable and life-changing events. At the forefront of the Company's portfolio is RECELL® ("RECELL"), approved by the U.S. Food and Drug Administration (the "FDA") for the treatment of thermal burn wounds and full-thickness skin defects. RECELL harnesses the healing properties of a patient's own skin to create an autologous skin cell suspension, Spray-On Skin™, offering an innovative solution for improved clinical outcomes at the point-of-care.

The single-use RECELL Autologous Cell Harvesting Device ("RECELL Ease-of-Use" or "RECELL EOU") is approved by the FDA for the treatment of thermal burn wounds and full-thickness skin defects. The Company's next-generation device, RECELL GO® Autologous Cell Harvesting Device ("RECELL GO"), was approved by the FDA in May of 2024 to treat thermal burn wounds and full-thickness skin defects. RECELL GO introduces enhanced features that improve consistency and standardization across clinical settings. It consists of two components: a multi-use, AC-powered RECELL GO Processing Device (the "RPD") and a RECELL GO Preparation Kit (the "RPK"). The RPK contains the single-use RECELL GO Cartridge, disaggregation head, RECELL Enzyme™, and other components. The RPD provides the control for the RPK, manages the pressure applied to disaggregate the donor skin cells, and precisely regulates the incubation times of the RECELL Enzyme and solutions to optimize cell yield and promote cell viability.

RECELL GO mini® Autologous Cell Harvesting Device ("RECELL GO mini"), which was approved by the FDA in December of 2024, is a line extension of RECELL GO, designed specifically to treat smaller wounds up to 480 cm^2. It utilizes the same RPD but features a RECELL GO mini Preparation Kit (the "mini RPK"), which includes a single-use RECELL GO mini Cartridge optimized for smaller skin samples. These modifications are intended to address the needs of clinicians treating smaller wounds, and to support broader adoption of the RECELL GO platform in trauma centers.

The Company holds the rights to market, sell, and distribute Cohealyx®, a unique collagen-based dermal matrix, under the terms of an exclusive multi-year development and distribution agreement (the "Regenity Agreement") with Collagen Matrix, Inc. dba Regenity Biosciences ("Regenity"). Under the terms of the Regenity Agreement, Regenity manufactures and supplies Cohealyx and the Company commercializes it under its private label in the U.S. The Company also holds the rights to manufacture, market, sell, and distribute PermeaDerm®, a biosynthetic wound matrix, in the United States under the terms of an exclusive multi-year distribution agreement (the "Distribution Agreement") and a contract manufacturing agreement (the "Manufacturing Agreement") with Stedical Scientific, Inc. ("Stedical"). See Note 11 to the Consolidated Financial Statements for additional information regarding the Company's commitments with each of Regenity and Stedical.

Liquidity and Going Concern

The Company's Consolidated Financial Statements have been prepared on the basis of the Company continuing as a going concern for the next twelve months. The Company has incurred operating losses and negative cash flows from operations since its inception and has an accumulated deficit of $432.9 million as of September 30, 2026. For the years ended December 31, 2025 and 2024, the Company used $31.2 million and $48.9 million, respectively, of cash in its operating activities. To date, the Company has funded its operations principally through the sale of its products, issuance of equity securities, and debt financing. These factors, in combination with the Company's debt repayment obligations, had previously given rise to substantial doubt about the Company's ability to continue as a going concern.

On January 13, 2026, the Company entered into the Credit Agreement, as defined in Note 6 to the Consolidated Financial Statements, which provides for a five-year senior secured credit facility in an aggregate principal amount of up to $60.0 million, of which (i) $50.0 million was funded at issuance and (ii) $10.0 million will be made available, at the Company's discretion, on or before March 31, 2027, subject to satisfaction of a certain net revenue requirement (the "Additional Commitment Amount"). In addition, pursuant to the terms of the Credit Agreement, the Company's minimum cash balance covenant was lowered to $5.0 million.

Simultaneous with the closing of the Initial Commitment Amount (as defined in Note 6 to the Consolidated Financial Statements), the Company repaid in full and terminated all of its obligations and commitments (the "Refinancing Transaction") under the Previous Credit Agreement as defined in Note 6 to the Consolidated Financial Statements. As a result, the Company and the guarantors under the Previous Credit Agreement have no further obligations under the Previous Credit Agreement or the related guarantees other than with respect to the warrants previously issued under the Previous Credit Agreement, some of which remain outstanding. The Company received total net proceeds after the Refinancing Transaction of approximately $6.0 million.

Subsequent to September 30, 2026, the net revenue requirement within the Company's Credit Agreement was met. As a result, on November 3, 2026, the Company received the Additional Commitment Amount of $10.0 million. For information regarding this subsequent event, refer to Note 16 to the Consolidated Financial Statements.

Based on the Company's liquidity position and current forecast of operating results and cash flows, management has now concluded that substantial doubt about the Company's ability to continue as a going concern no longer exists, and that the Company has sufficient liquidity to meet its obligations as they become due within the next twelve months following the date of issuance of these Consolidated Financial Statements.

As a result of this conclusion, the Company's credit facility has been reclassified from a current to a long-term liability in the accompanying Consolidated Balance Sheet as of September 30, 2026. As of December 31, 2025, as a result of the prior conclusion that there was substantial doubt about the Company's ability to continue as a going concern and the Company's debt service obligations, the long-term portion of the credit facility was classified as a current liability in the accompanying Consolidated Balance Sheet.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited Consolidated Financial Statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission (the "SEC"). Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, the Consolidated Financial Statements reflect all adjustments of a normal and recurring nature that are considered necessary for a fair presentation of the results for the interim periods presented. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the audited Consolidated Financial Statements and notes thereto included in the Company's Annual Report on Form 10-K for the year-ended December 31, 2025 filed with the SEC on February 12, 2026, and lodged with the Australian Securities Exchange ("ASX") on February 13, 2026 (the "2025 Annual Report").

There have been no changes to the Company's significant accounting policies as described in the 2025 Annual Report that have had a material impact on the Company's Consolidated Financial Statements. See the summary of the Company's significant accounting policies set forth in the notes to its Consolidated Financial Statements included in the 2025 Annual Report.

Principles of Consolidation

The accompanying Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated upon consolidation.

Recent Accounting Pronouncements

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement - Reporting Comprehensive Income (Topic 220): Expense Disaggregation Disclosures*, which requires disaggregated disclosures of certain costs and expenses in the notes to financial statements. This guidance will be effective for annual reporting periods beginning after December 15, 2026, and for interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact of adopting this ASU No. 2024-03 on its Consolidated Financial Statements and disclosures.

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*, which addresses changes in software development methods and increases the operability of the recognition guidance for improved financial reporting. This guidance is effective for annual reporting periods beginning after December 15, 2027, and for interim reporting periods within those annual reporting periods.

Early adoption is permitted. The Company is currently evaluating the impact of adopting this ASU No. 2025-06 in its Consolidated Financial Statements and disclosures.

Use of Estimates

The preparation of the accompanying Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts (including the stand-alone selling price ("SSP") for the RPD, allowance for credit losses, reserves for inventory excess and obsolescence, carrying value of long-lived assets, useful lives of long-lived assets, accounting for marketable securities, income taxes, fair value of loan facility, fair value of warrants and stock-based compensation) and related disclosures. Estimates have been prepared based on the current and available information. However, actual results could differ from estimated amounts.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash held at deposit institutions and cash equivalents. Cash equivalents consist primarily of money market funds. Cash equivalents also include short-term, highly liquid investments with original maturities of three months or less from the date of purchase. The Company held cash at deposit institutions in the amount of $4.6 million and $1.8 million as of September 30, 2026 and December 31, 2025, respectively. The Company does not have cash on deposit denominated in foreign currency in foreign institutions as of September 30, 2026 and December 31, 2025. As of September 30, 2026 and December 31, 2025, the Company held cash equivalents in the amounts of $5.9 million and $8.4 million, respectively.

Concentrations

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities, trade receivables, and debt and other liabilities. As of September 30, 2026 and December 31, 2025, substantially all the Company's cash and cash equivalents were deposited in accounts at financial institutions, and those deposited amounts exceed federally insured limits and are, therefore, subject to the risk of bank failure.

As of September 30, 2026 and December 31, 2025, no customer accounted for more than 10% of net accounts receivable. For the three- and nine-months ended September 30, 2026 and 2025, no single customer accounted for more than 10% of total revenues.

Revenue Recognition

The Company generates revenues primarily from:

- The sale of RECELL EOU, RPK and mini RPK (collectively, the "RPKs"), Cohealyx, and PermeaDerm products to hospitals, other treatment centers, and distributors.
- Maintenance fee received from BARDA to ensure first right of access to our inventory.
- Lease revenue for the RPD.

The Company's sale of the RECELL EOU, Cohealyx, and PermeaDerm products are accounted for under ASC 606, *Revenue from contracts with customers* ("ASC 606"). Revenue for RECELL GO is disaggregated between two accounting standards: (1) ASC 606 for the RPKs and (2) ASC 842, *Leases* ("ASC 842") for the RPD. Revenues from BARDA are accounted for under ASC 606 and are included in Sales revenues within the Consolidated Statements of Operations.

To determine revenue recognition for contracts that are within the scope of ASC 606, the Company performs the following five steps:

1. Identify the contract with a customer
2. Identify the performance obligations
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations
5. Recognize revenue when/as a performance obligation(s) is(are) satisfied

In order for an arrangement to be considered a contract, it must be probable that the Company will collect the consideration to which it is entitled for goods or services to be transferred. The Company then assesses the goods or services promised within the contract to determine whether each promised good or service is a performance obligation. Performance obligations are promises in a

contract to transfer a distinct good or service to the customer that (i) the customer can benefit from on its own or together with other readily available resources, and (ii) is separately identifiable from other promises in the contract.

The Company determines the transaction price based on the amount of consideration the Company expects to receive for providing the promised goods or services in the contract. Consideration may be fixed, variable, or a combination of both. At contract inception for arrangements that include variable consideration, the Company estimates the probability and extent of consideration it expects to receive under the contract utilizing either the most likely amount method or expected amount method, whichever best estimates the amount to be received. The Company then considers any constraints on the variable consideration, and includes in the transaction price variable consideration to the extent it is deemed probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

When accounting for a contract that contains multiple performance obligations, the Company must develop judgmental assumptions to determine the estimated SSP for each performance obligation identified in the contract. The Company utilizes the observable SSP when available, which represents the price charged for the promised product or service when sold separately. When the SSP for the Company's products or services are not directly observable, the Company determines the SSP using relevant information available and applies suitable estimation methods including, but not limited to, the cost-plus margin approach. The Company then allocates the transaction price to each performance obligation based on the relative SSP and recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) control is transferred to the customer, and the performance obligation is satisfied.

The Company recognizes revenue when its customers obtain control of promised goods or services, in an amount that reflects the consideration which the Company expects to be entitled in exchange for those goods or services. Revenue is recognized net of volume discounts (variable consideration). For the Company's contracts that have an original duration of one year or less, since contract inception and customer payment occur within the same period, the Company does not consider the time value of money. Further, because of the short duration of these contracts, the Company has not disclosed the transaction price for the remaining performance obligations as of each reporting period or when the Company expects to recognize this revenue. The Company has further applied the practical expedient to exclude sales tax in the transaction price and expense contract acquisition costs, such as commissions and shipping and handling expenses, as incurred.

Revenue recognition for contracts that are within the scope of both ASC 606 and ASC 842

The Company enters into contracts with customers where it receives consideration for the RPKs and does not receive additional consideration for the RPD. As a result, judgment and analysis are required to determine the appropriate accounting, including: (i) whether the arrangement contains an embedded lease, and if so, whether such embedded lease is a sales-type lease or an operating lease, (ii) the amount of the total consideration, including any variable consideration, (iii) the identification of the distinct performance obligations contained within the arrangement, (iv) how the arrangement consideration should be allocated to each performance obligation when multiple performance obligations exist, including the determination of standalone selling price, and (v) when to recognize revenue on the performance obligations.

In determining whether the lease components are related to a sales-type lease or an operating lease, the Company evaluates if the lease transfers ownership at the end of the lease term, the existence of purchase options, the lease term in relation to the economic life of the asset, if the lease payments exceed the fair value of the asset, and if the asset is of a specialized nature. The Company also evaluates if the lease results in a loss at the lease commencement date. As the lease term for the RPD is for a major part of the economic life of the asset, the lease meets the classification criteria for a sales-type lease. However, to determine if the contract results in a loss at the lease commencement date, the Company evaluated the consideration in the contract. The consideration at lease commencement does not contain fixed payments, purchase options, penalty payments or residual value guarantees. The variable consideration is related to the sale of the RPKs. As the variable lease payments are not dependent on an index or rate, the variable lease payments are excluded from consideration at contract inception resulting in a loss at lease commencement. As such, the Company classifies the lease as an operating lease.

The contracts contain an operating lease component, the RPD, and non-lease components, the RPKs. The lease component will be accounted for under ASC 842 and the non-lease component will be accounted for under ASC 606, as described above. In accordance with ASC 842, the consideration in the contract will be allocated to each separate lease component and non-lease component of the contract. The consideration is allocated to these lease and non-lease components based on the SSP (as described above for contracts within the scope of ASC 606). In accordance with ASC 842, variable lease payments will be recognized once the sale of the RPKs occurs and control has transferred to the customer. Consideration will be allocated to the RPD and the RPKs based on the SSP. Consideration related to the RPD will be recognized as Lease revenue and consideration related to the RPKs will be recognized as Sales revenues in accordance with guidance in ASC 606, as described above, upon transfer of control of the RPKs, which generally occurs at the time the product is shipped or delivered, depending on the customer's shipping terms.

Assets in the Company's lease program are reported in Plant and equipment, net on the Consolidated Balance Sheets and are depreciated over the useful life of the RPD device's 200 uses, as indicated in the Instructions for Use that were approved by the FDA, and expensed as Costs of goods sold in the Consolidated Statements of Operations. The RPD depreciation has a direct relationship to the number of RPKs sold. Based on customer usage, each purchase of an RPK results in a 1/200 depreciation to the RPD.

3. Marketable Securities

The following table summarizes the amortized cost and estimated fair values of cash equivalents and marketable securities:

	As of September 30, 2026			
(in thousands)	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Carrying Value
Cash equivalents:				
Money market funds	$ 5,944	$ -	$ -	$ 5,944
Total cash equivalents	$ 5,944	$ -	$ -	$ 5,944

	As of December 31, 2025			
(in thousands)	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Carrying Value
Cash equivalents:				
Money market funds	$ 8,448	$ -	$ -	$ 8,448
Total cash equivalents	$ 8,448	$ -	$ -	$ 8,448
Current marketable securities:				
U.S. Treasury securities	$ 7,938	$ 4	$ -	$ 7,942
Total current marketable securities	$ 7,938	$ 4	$ -	$ 7,942

The maturities of the Company's marketable securities are summarized in the following table using contractual maturities. Actual maturities may differ from contractual maturities due to obligations that are called or prepaid.

	As of September 30, 2026		As of December 31, 2025	
(in thousands)	Amortized Cost	Carrying Value	Amortized Cost	Carrying Value
Due in one year or less	$ -	$ -	$ 7,938	$ 7,942

Unrealized gains and losses, net of any related tax effects for marketable securities are excluded from earnings and are included in other comprehensive loss and reported as a separate component of stockholders' equity until realized. Realized gains and losses on marketable securities are included in Other (expense) income, net, in the accompanying Consolidated Statements of Operations. The Company had no unrealized gain or loss as of September 30, 2026 and a net unrealized gain of $4,000 as of December 31, 2025. The Company did not have sales of investments during the three- and nine-months ended September 30, 2026 and 2025 that resulted in realized gains or losses. As of September 30, 2026 and December 31, 2025, the Company did not recognize credit losses. The Company has accrued interest income receivable of $18,000 and $21,000 as of September 30, 2026 and December 31, 2025, respectively, recorded in Prepaids and other current assets in the Consolidated Balance Sheets.

4. Fair Value Measurements

ASC 820, *Fair Value Measurement*, the authoritative guidance on fair value measurements, establishes a framework with respect to measuring assets and liabilities at fair value on a recurring basis and non-recurring basis. Under the framework, fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants, as of the measurement date. The framework also establishes a three-tier hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability, and are developed based on the best information available in the circumstances. The hierarchy consists of the following three levels:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.

Level 2: Inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are unobservable inputs for the asset or liability.

The following tables present information about the Company's financial assets measured at fair value on a recurring basis, based on the three-tier fair value hierarchy:

	As of September 30, 2026			
(in thousands)	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 5,944	$ -	$ -	$ 5,944
Total cash equivalents	$ 5,944	$ -	$ -	$ 5,944
Financial liabilities:				
Loan Facility	$ -	$ -	$ 45,476	$ 45,476
Warrant liabilities	-	-	2,975	2,975
Non-qualified deferred compensation plan liability	-	4,974	-	4,974
Total financial liabilities	$ -	$ 4,974	$ 48,451	$ 53,425
Financial assets:				
Corporate-owned life insurance policies	$ -	$ 3,165	$ -	$ 3,165
Total financial assets	$ -	$ 3,165	$ -	$ 3,165

	As of December 31, 2025			
(in thousands)	Level 1	Level 2	Level 3	Total
Cash equivalents:				
Money market funds	$ 8,448	$ -	$ -	$ 8,448
Total cash equivalents	$ 8,448	$ -	$ -	$ 8,448
Current marketable securities:				
U.S. Treasury securities	$ -	$ 7,942	$ -	$ 7,942
Total current marketable securities	$ -	$ 7,942	$ -	$ 7,942
Total marketable securities and cash equivalents	$ 8,448	$ 7,942	$ -	$ 16,390
Financial liabilities:				
Loan Facility	$ -	$ -	$ 42,984	$ 42,984
Warrant liabilities	501	-	742	1,243
Non-qualified deferred compensation plan liability	-	3,973	-	3,973
Total financial liabilities	$ 501	$ 3,973	$ 43,726	$ 48,200
Financial assets:				
Corporate-owned life insurance policies	$ -	$ 3,116	$ -	$ 3,116
Total financial assets	$ -	$ 3,116	$ -	$ 3,116

The following table presents the summary of changes in the fair value of the Company's Level 3 financial instruments:

	As of September 30, 2026		As of December 31, 2025	
(in thousands)	Loan facility	Warrant liability	Loan facility	Warrant liability
Balance beginning of period	$ 42,984	$ 742	$ 42,245	$ 3,432
Extinguishment of Previous Credit Agreement	(42,984)	-	-	-
Loan Facility fair value, at issuance	48,357	1,043	-	-
Reclassification of warrant liability to equity due to issuance	-	(1,290)	-	-
Change in fair value in earnings	(419)	2,480	1,322	(2,690)
Change in fair value in other comprehensive loss	(2,462)	-	(583)	-
Balance end of period, at fair value	$ 45,476	$ 2,975	$ 42,984	$ 742

The Company's Level 1 assets include money market instruments and are valued based upon observable market prices. The Company's Level 1 liabilities included the Penny Warrant (as defined below) which was valued based upon observable market prices. Level 2 assets consist of U.S Treasury securities. Level 2 securities are valued based upon observable inputs that include reported trades, broker/dealer quotes, bids and offers. The corporate-owned life insurance contracts are recorded at cash surrender value, which approximates the fair value and is categorized as Level 2. Non-qualified deferred compensation plan liability is measured at fair value based on quoted prices of identical instruments to the investment vehicles selected by the participants, and is recorded as Level 2. There were no transfers between fair value measurement levels during the periods ended September 30, 2026 and December 31, 2025.

Loan Facility

The fair value of the loan facility was determined using a discounted cash flow method to value the initial term loan using a risk-free interest rate of 5.06% as of September 30, 2026. The valuation was performed based on significant inputs not observable in the market, which represents a Level 3 measurement within the fair value hierarchy. The fair value of the loan facility is recorded in the Consolidated Balance Sheets. The fair value is estimated by the Company each reporting period and the change in the fair value is recorded in both earnings and other comprehensive income, depending on both the instrument's inherent credit risk and the market risk related to the debt valuation.

Warrant Liabilities

Perceptive Warrant

On the Closing Date, as defined in Note 6 to the Consolidated Financial Statements, the Company agreed to issue, subject to shareholder approval, a warrant to purchase up to 650,000 shares of the Company's common stock ("Common Stock"), par value $0.0001 per share, at an exercise price set at the lower of two 10-day VWAPs: (i) the 10-day VWAP ending on the business day immediately prior to the Closing Date, which VWAP is $3.4019; or (ii) the 10-day VWAP ending on the business day immediately prior to the issuance date of the warrant. On June 3, 2026 (the "Shareholder Approval Date"), shareholders approved the issuance of the warrant and a warrant to purchase up to 650,000 shares of Common Stock was issued on June 5, 2026 with an exercise price of $3.4019 (the "Perceptive Warrant"). The Perceptive Warrant is immediately exercisable for 500,000 shares of Common Stock, with an additional 150,000 shares of Common Stock that vested and became exercisable when the Company closed on the Additional Commitment Amount. For further details, refer to Note 16 to the Consolidated Financial Statements.

The fair value of the Perceptive Warrant was determined based on significant inputs not observable in the market, which represents a Level 3 measurement within the fair value hierarchy. The fair value of the Perceptive Warrant, which was reported within Warrant liabilities on the Closing Date and subsequently reclassified on the Shareholder Approval Date to Additional paid-in capital on the Consolidated Balance Sheets, was estimated by the Company based on the Black-Scholes option pricing model with the following key inputs as of the Shareholder Approval Date:

	As of June 3, 2026
Price of common stock	$ 4.16
Expected term	10.00 years
Expected volatility	37.51%
Exercise price	$ 3.4019
Risk-free interest rate	4.44%
Expected dividends	0.00%

Penny Warrant

On February 13, 2025, the Company issued a warrant to purchase 145,180 shares of Common Stock with an exercise price of $0.01 per share (the "Penny Warrant"). The Penny Warrant was issued in connection with the Previous Credit Agreement as defined in Note 6 of the Consolidated Financial Statements. On March 4, 2026, the Penny Warrant was exercised and 144,895 shares of Common Stock were issued.

The fair value of the Penny Warrant liability was determined based on quoted prices in active markets, which represents a Level 1 measurement within the fair value hierarchy. The fair value of the Penny Warrant liability, which was reported within Warrant liabilities on the Consolidated Balance Sheets, was estimated by the Company based on the closing price of the Common Stock as quoted on the Nasdaq Capital Market ("Nasdaq") under the ticker code, "RCEL."

$10.218 Warrant

On October 18, 2023, the Company issued a warrant to purchase 409,661 shares of Common Stock with an exercise price of $10.9847 per share as consideration for the Previous Credit Agreement as defined in Note 6 to the Consolidated Financial Statements. As a result of the issuance of Common Stock via a private placement on the ASX on August 12, 2025, the exercise price to purchase the Common Stock as provided in the warrant was adjusted to $10.218 (the "$10.218 Warrant"). The fair value of the $10.218 Warrant liability was determined based on significant inputs not observable in the market, which represents a Level 3 measurement within the fair value hierarchy. The fair value of the $10.218 Warrant liability, which is reported within Warrant liabilities on the Consolidated Balance Sheets, is estimated by the Company based on the Black-Scholes option pricing model with the following key inputs:

	As of	
	September 30, 2026	December 31, 2025
Price of common stock	$ 11.73	$ 3.45
Expected term	7.05 years	7.80 years
Expected volatility	50.46%	68.94%
Exercise price	$ 10.2180	$ 10.2180
Risk-free interest rate	5.13%	3.97%
Expected dividends	0.00%	0.00%

5. Revenues

The Company generates revenues primarily from:

- The sale of EOU, RECELL GO RPK, RECELL GO mini RPK, Cohealyx, and PermeaDerm products to hospitals, other treatment centers, and distributors.
- Maintenance fee received from BARDA in exchange for first right of access to our inventory.
- Lease revenue for the RECELL GO RPD.

EOU, Cohealyx, and PermeaDerm Sales

The Company's sale of the EOU, Cohealyx, and PermeaDerm products are accounted for under ASC 606, as discussed in Note 2 to the Consolidated Financial Statements. See Note 11 to the Consolidated Financial Statements for additional information regarding the Company's commitments with Regenity and Stedical.

RECELL GO and RECELL GO mini Sales

Revenue for the RECELL GO device is disaggregated between two accounting standards: (1) ASC 606 for the RPK, and (2) ASC 842 for the RPD. The RECELL GO and RECELL GO mini devices consist of single-use RPKs and a durable AC powered device, the RPD. The Company enters into contracts with customers where it receives consideration for the single-use RPKs and does not receive additional consideration for the RPD. The consideration in the contract is allocated based on the SSP. Upon sale of the RPKs, the consideration is allocated to the lease (RPD) and non-lease (RPK) components. Consideration received for the RPK is recorded in Sales revenue in the Consolidated Statement of Operations; and consideration for the lease is recorded in Lease revenue in the Consolidated Statement of Operations. During the three and nine-months ended September 30, 2026, the Company recorded approximately $12.6 million and $32.6 million in Sales revenue related to the RPKs, respectively, and $252,000 and $652,000 in Lease revenue related to the RPD, respectively, in the Consolidated Statement of Operations. During the three and nine-months ended September 30, 2025, the Company recorded approximately $8.3 million and $27.3 million in Sales revenue related to the RPKs, and $165,000 and $547,000 in Lease revenue related to the RPD, respectively, in the Consolidated Statement of Operations.

Distributor Transactions

For international markets, the Company exclusively partners with third-party distributors (currently in Australia and New Zealand (Revolution Surgical Pty Ltd), Austria (Sorbion), Benelux (Aleamed), Germany (Asclepios GmbH), Greece (IGIASI S.A.), Japan (COSMOTEC), the Nordic region (Innova Nordic), Switzerland (medicalsol) and the United Kingdom (Joint Operations Ltd)). Revenue recognition occurs when the distributors obtain control of the product. The terms of sales transactions through distributors are generally consistent with the terms of direct sales to customers and do not contain return rights. These transactions are accounted for in accordance with the Company's revenue recognition policy described in Note 2 to the Consolidated Financial Statements.

Variable Consideration

The Company evaluates its contracts with customers for forms of variable consideration, which may require an adjustment to the transaction price based on their estimated impact. For commercial customers, revenue from the sale of goods is recognized net of volume discounts. The Company uses the expected value method when estimating variable consideration. Revenue is only recognized to the extent that it is probable that a significant reversal will not occur.

Volume Discounts — The Company generally provides contracted customers with volume discounts that are explicitly stated in the Company's customer contracts. RECELL is sold with respective volume discounts based on aggregated sales over a 12-month period on a customer-by-customer basis. Revenue from these sales is recognized based on the price specified in the contract, net of estimated volume discounts, and net of any sales tax charged. Goods sold are not eligible for return. The Company has determined such discounts are not distinct from the Company's sale of products to the customer and, therefore, these payments have been recorded as a reduction of revenue and as a reduction to accounts receivable, net.

Contract Balances

Accounts receivable are recorded net of customer allowances for expected credit losses. Accounts receivable, net as of September 30, 2026, December 31, 2025, and December 31, 2024 were $10.3 million, $9.1 million, and $11.8 million, respectively.

Contract assets include amounts related to the Company's contractual right to consideration for both completed and partially completed performance for which the Company does not have the right to payment. As of September 30, 2026 and December 31, 2025, the Company does not have any contract assets.

Contract liabilities are recorded when the Company receives payment prior to satisfying its obligation to transfer goods to a customer. The Company had deferred revenue of $298,000 and $323,000 as of September 30, 2026 and December 31, 2025, respectively. These balances are classified between current and long-term. As of September 30, 2026 and December 31, 2025, a total of $33,000 was included in Other current liabilities and $265,000 and $290,000, respectively, in Contract liabilities in the Consolidated Balance Sheets. As of December 31, 2024, the Company had deferred revenue of $357,000.

For the three and nine-months ended September 30, 2026, the Company recognized revenue of approximately $93,000 and $190,000, respectively, for amounts included in the beginning balance of Contract liabilities. For the three and nine-months ended September 30, 2025, the Company recognized revenue of approximately $64,000 and $192,000, respectively, for amounts included in the beginning balance of Contract liabilities.

Remaining Performance Obligations

The Company's remaining performance obligations are calculated as the dollar value of the remaining unsatisfied performance obligations on executed contracts. The estimated revenue expected to be recognized in the future once the performance obligations are satisfied under the Company's existing customer agreements was $298,000 and $323,000, as of September 30, 2026 and December 31, 2025, respectively. These amounts are classified between current and long-term in Other current liabilities and Contract liabilities in the Consolidated Balance Sheets. The Company expects to recognize approximately $33,000 as revenue in the next twelve months.

Cost to Obtain and Fulfill a Contract

Contract fulfillment costs include commissions and shipping expenses. The Company has opted to immediately expense the incremental cost of obtaining a contract when the underlying related asset would have been amortized over one year or less. The Company generally does not incur costs to obtain new contracts.

BARDA Contract

On April 6, 2026, the Company entered into a ten-year agreement with the Biomedical Advanced Research and Development Authority ("BARDA"), part of the U.S. Department of Health and Human Services. Under the agreement, BARDA shall have access to the Company's RECELL inventory in the event of a national emergency. The agreement provides approximately $4.0 million in access and maintenance fees over the ten-year term, with additional potential revenue tied to procurement options if exercised by BARDA. The access and maintenance services are a stand ready performance obligation that is satisfied over time and recognized on a straight-line basis during the term of the contract. Costs to fulfill the BARDA emergency preparedness performance obligation, which consist of billed costs to BARDA incurred in connection with emergency deployment services, are incremental and expected to be recovered.

Disaggregated Revenue

The Company disaggregates revenue from contracts with customers into geographical regions, by customer type and by product. As noted in the segment footnote (Note 10 to the Consolidated Financial Statements), the Company's business consists of one reporting segment. A reconciliation of revenue by geographical region, customer type, and product is provided in Note 10.

6. Loan Facility

On January 13, 2026 (the "Closing Date"), the Company entered into a Credit Agreement and Guaranty (the "Credit Agreement"), and Security Agreement, by and between the Company, as borrower, and Perceptive Credit Holdings V, LP (the "Lender"), an affiliate of Perceptive Credit Advisors, LLC. The Credit Agreement provides for a five-year senior secured credit facility in an aggregate principal amount of up to $60.0 million (the "Loan Facility"), of which $50.0 million was borrowed on the Closing Date (the "Initial Commitment Amount"). In addition, an aggregate of $10.0 million will be made available, at the Company's discretion, on or before March 31, 2027, subject to a net revenue requirement (the "Additional Commitment Amount"). For additional details, refer to Note 16 to the Consolidated Financial Statements.

On the Closing Date, the Company closed on the Initial Commitment Amount, less certain fees and expenses payable to or on behalf of the Lender. Also on the Closing Date, and in connection with the entry into the Credit Agreement, the Company repaid in full and terminated all of its obligations and commitments under the Previous Credit Agreement (as defined below). The Company received net proceeds of approximately $6.0 million upon closing after repaying in full the Previous Credit Agreement and deducting the Lender's transaction costs in connection with the Loan Facility.

The indebtedness under the Credit Agreement is secured by substantially all of the Company's assets and will accrue interest at a rate equal to the greater of (a) forward-looking one-month term SOFR rate and (b) four percent (4%) per annum, plus seven and a half percent (7.5%). As of September 30, 2026, the interest rate was 11.5%. During an event of default, any outstanding amount will bear interest at a rate of 4% in excess of the otherwise applicable rate of interest. The Company paid certain fees with respect to the Loan Facility, including an upfront fee and certain other fees and expenses of the Lender.

On the Closing Date, the Company agreed to issue to the Lender, subject to shareholder approval, warrants to purchase up to 650,000 shares of Common Stock, par value $0.0001 per share, at an exercise price set at the lower of two 10-day VWAPs: (i) the 10-day VWAP ending on the business day immediately prior to the Closing Date, which VWAP is $3.4019; or (ii) the 10-day VWAP ending on the business day immediately prior to the issuance date of the warrants, with a term of 10 years from the issuance date. On June 3, 2026, shareholders approved the issuance of the Perceptive Warrant (as defined in Note 4) and on June 5, 2026, the Company issued the Perceptive Warrant, of which 500,000 shares of Common Stock were immediately exercisable at an exercise price of $3.4019 per share, with an additional 150,000 shares of Common Stock that vested and became exercisable when the Company closed on the Additional Commitment Amount. The Perceptive Warrant contains customary share adjustment provisions, as well as weighted average price protection in certain circumstances.

Under the terms of the Credit Agreement, and as set forth in a fee letter between us and the Lender (the "Fee Letter"), the Company will pay certain fees with respect to the Loan Facility, including a prepayment premium ranging from 1% to 10% of the amount of the Loan Facility that is prepaid upon any voluntary or mandatory prepayment (including as a result of an acceleration), together with certain other fees and expenses of the Lender.

The Credit Agreement contains certain customary events of default, including with respect to nonpayment of principal, interest, fees or other amounts; material inaccuracy of a representation or warranty; failure to perform or observe covenants; material defaults on other indebtedness; insolvency; loss of certain key permits, persons, and contracts; material adverse effects; certain regulatory matters; and change of control.

The Credit Agreement contains a number of customary representations, warranties, and covenants that, among other things, will limit or restrict the ability of the Company and its subsidiaries to (subject to certain qualifications and exceptions): create liens and encumbrances; incur additional indebtedness; merge, dissolve, liquidate or consolidate; make acquisitions, investments, advances or loans; dispose of or transfer assets; pay dividends or make other payments in respect of their capital stock; redeem or repurchase certain debt; engage in certain transactions with affiliates; and enter into certain restrictive agreements. Among such covenants, the Credit Agreement includes a financial maintenance test, beginning at the end of the fiscal quarter ending March 31, 2026, that requires the Obligors to maintain a specified minimum net revenue for each trailing twelve-month period ending on the last day of a fiscal quarter occurring prior to the maturity date of the Loan Facility. In addition, the Credit Agreement requires the Company to ensure that the Obligors maintain in the aggregate at least $5 million of unrestricted cash at all times.

As permitted under ASC 825, the Company elected the fair value option to account for the Credit Agreement and recorded the Loan Facility and the Perceptive Warrant at fair value with changes in fair value recorded in the Consolidated Statements of Operations in Other (expense) income, net. Changes related to instrument specific credit risk are recorded in other comprehensive income in the Consolidated Balance Sheets. The Company incurred debt issuance costs of approximately $0.4 million, which were expensed as incurred and recorded in Other (expense) income, net. The difference between the fair value of the Loan Facility and the unpaid principal balance of $50.0 million is a reduced liability of $4.5 million as of September 30, 2026. The difference between the fair value of the Previous Credit Agreement and the unpaid principal balance of $40.0 million is an additional liability of $3.0 million as of December 31, 2025. For changes in fair value, refer to Note 4 to the Consolidated Financial Statements.

Previous Credit Agreement

In connection with the Refinancing Transaction, the Company repaid all outstanding indebtedness under its credit agreement with an affiliate of OrbiMed Advisors, LLC (the "Previous Credit Agreement") and terminated all obligations and commitments thereunder. As a result, the Company and the guarantors under the Previous Credit Agreement have no further obligations under the Previous Credit Agreement or the related guarantees other than with respect to the $10.218 Warrant previously issued under the Previous Credit Agreement, which remain outstanding. For additional details, refer to Note 4 to the Consolidated Financial Statements.

7. Inventory

The composition of the inventory is as follows (in thousands):

	As of	
	September 30, 2026	December 31, 2025
Raw materials	$ 2,138	$ 1,895
Work in process	12	116
Finished goods	2,653	4,915
Total inventory	$ 4,803	$ 6,926

The Company values its inventories to reflect the lower of cost or net realizable value. Charges for estimated excess and obsolescence are recorded in Cost of sales in the Consolidated Statements of Operations, and were $121,000 and $152,000 for the three-months ended September 30, 2026 and 2025, respectively and $243,000 and $695,000 for the nine-months ended September 30, 2026 and 2025, respectively.

8. Intangible Assets

The composition of intangible assets, net is as follows (in thousands):

		As of September 30, 2026			As of December 31, 2025		
	Weighted Average Useful Life	Gross Amount	Accumulated Amortization	Net Carry Amount	Gross Amount	Accumulated Amortization	Net Carry Amount
Patent 1	6	143	(65)	78	143	(57)	86
Patent 2	7	238	(101)	137	238	(87)	151
Patent 3	14	118	(29)	89	118	(24)	94
Patent 4	15	84	(17)	67	80	(12)	68
Patent 5	5	55	(19)	36	55	(15)	40
Patent 6	1	152	(104)	48	154	(84)	70
Regenity License	8	5,000	(875)	4,125	5,000	(500)	4,500
Stedical License	9	500	(9)	491	-	-	-
Capitalized Software	2	635	(210)	425	635	(53)	582
Trademarks	Indefinite	54	-	54	54	-	54
Total intangible assets		$ 6,979	$ (1,429)	$ 5,550	$ 6,477	$ (832)	$ 5,645

For the three and nine-months ended September 30, 2026 and 2025, the Company did not identify any events or changes in circumstances that indicated that the carrying value of its intangibles may not be recoverable. As such, there was no impairment of intangible assets recognized for the three and nine-months ended September 30, 2026 and 2025. Amortization expense of intangibles included in the Consolidated Statements of Operations was $200,000 and $153,000 for the three-months ended September 30, 2026 and 2025, respectively, and $600,000 and $441,000 for the nine-months ended September 30, 2026 and 2025, respectively. Due to Regenity receiving 510(k) clearance for Cohealyx in December 2024, the Company recorded a license (the “Regenity License”) of $5.0 million. For further details, refer to Note 11 to the Consolidated Financial Statements.

The Company expects the future amortization of amortizable intangible assets held at September 30, 2026 to be as follows (in thousands):

	Estimated Amortization Expense
Remainder of 2026	$ 207
2027	816
2028	763
2029	605
2030	605
Thereafter	2,500
Total	$ 5,496

9. Plant and Equipment

The composition of plant and equipment, net is as follows (in thousands):

		As of	
	Useful Lives	September 30, 2026	December 31, 2025
Computer equipment	3 - 5 years	$ 1,889	$ 1,867
Computer software	3 years	923	923
Construction in progress ("CIP")		-	17
Furniture and fixtures	7 years	1,244	1,221
Laboratory and other equipment	3 - 5 years	1,321	1,247
Leasehold improvements	Lesser of life or lease term	4,882	4,882
RECELL molds	5 years	606	606
RECELL GO RPD CIP		927	999
RECELL GO RPD		170	343
Operating lease assets - RPD	200 uses	1,669	1,630
Less: accumulated amortization and depreciation		(6,276)	(5,105)
Total plant and equipment, net		$ 7,355	$ 8,630

RECELL GO RPD CIP consists of materials for the manufacture of the RPDs. RPDs have a useful life of 200 uses and are being amortized based on customer usage as determined by orders placed for the sales of the RPKs. RECELL GO RPD represents assets available to be leased by customers and are not depreciated until leased.

Depreciation expense related to plant and equipment was $365,000 and $421,000 for the three-months ended September 30, 2026 and 2025, respectively, and $1.2 million and $1.2 million for the nine-months ended September 30, 2026 and 2025, respectively. No impairment was recorded for the three and nine-months ended September 30, 2026 and 2025.

Lessor Arrangements

As discussed in Note 5 to the Consolidated Financial Statements, the contracts for the RECELL GO device include an operating lease for the customer's right to use the RPD. The lease arrangement does not contain fixed consideration. Variable lease payments are not included in the calculation of consideration at lease inception. The variable consideration related to the lease is allocated based on the SSP and is recognized when control of the RPKs is transferred to the customer.

The table below summarizes the Company's Lease revenue as presented in the Consolidated Statement of Operations for the three and nine-months ended September 30, 2026 and 2025.

	Three-Months Ended		Nine-Months Ended	
(in thousands)	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Variable lease revenue	$ 252	$ 165	$ 652	$ 547

Assets held for lease and included in Plant and equipment consisted of the following (in thousands):

	As of	
	September 30, 2026	December 31, 2025
Rental RPD assets	$ 1,669	$ 1,630
Accumulated depreciation	(146)	(98)
Net rental RPD assets	$ 1,523	$ 1,532

10. Reporting Segment and Geographic Information

The Company views its operations and manages its business in one reporting segment. The Company's chief operating decision-maker ("CODM") is its Chief Executive Officer, who evaluates financial information and assesses the performance of

resources on a consolidated basis. Long-lived assets are primarily located in the United States as of September 30, 2026 and December 31, 2025.

The key measure of segment profit or loss that the CODM uses to allocate resources and in assessing performance is the Company's consolidated net loss, as reported on the Consolidated Statements of Operations. The CODM uses net loss to monitor actual results against budgeted and prior period operating results for the purpose of evaluating operational efficiency, and to evaluate income generated from the assets in making strategic decisions on organizational resource allocation.

Revenue by region for the three and nine-months ended September 30, 2026 and 2025 were as follows (in thousands):

	Three-Months Ended		Nine-Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Revenue by region:				
United States	$ 25,196	$ 16,032	$ 64,612	$ 51,685
Japan	681	605	1,507	1,666
European Union	86	-	401	49
Australia	65	80	299	160
United Kingdom	86	345	248	435
Total	$ 26,114	$ 17,062	$ 67,067	$ 53,995

Revenue by customer type for the three and nine-months ended September 30, 2026 and 2025 were as follows (in thousands):

	Three-Months Ended		Nine-Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Revenue by customer type:				
Commercial sales	$ 26,021	$ 16,998	$ 66,877	$ 53,803
Deferred commercial revenue recognized	8	8	25	25
BARDA revenue for right of first access	85	56	165	167
Total	$ 26,114	$ 17,062	$ 67,067	$ 53,995

Commercial revenue by product for the three and nine-months ended September 30, 2026 and 2025 were as follows (in thousands):

	Three-Months Ended		Nine-Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Commercial revenue by product:				
RECELL	$ 23,080	$ 15,427	$ 59,250	$ 49,921
Cohealyx	2,113	833	5,357	1,190
PermeaDerm	576	573	1,618	2,145
Lease revenue	252	165	652	547
Total commercial sales	$ 26,021	$ 16,998	$ 66,877	$ 53,803

Consolidated net loss by segment for the three and nine-months ended September 30, 2026 and 2025 were as follows (in thousands):

	Three-Months Ended		Nine-Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Total revenues	$ 26,114	$ 17,062	$ 67,067	$ 53,995
Purchases of inventory	(4,216)	(2,668)	(10,476)	(8,443)
Other cost of sales	43	(519)	(1,155)	(1,047)
Gross profit	21,941	13,875	55,436	44,505
Operating expenses:				
Sales and marketing	(13,566)	(12,053)	(39,980)	(41,200)
General and administrative	(6,307)	(7,227)	(18,339)	(20,283)
Research and development	(4,697)	(3,748)	(15,404)	(15,148)
Total operating expenses	(24,570)	(23,028)	(73,723)	(76,631)
Operating loss	(2,629)	(9,153)	(18,287)	(32,126)
Interest expense	(1,479)	(1,268)	(4,366)	(3,754)
Other expense, net	(2,049)	(2,751)	(1,756)	(1,058)
Loss before income taxes	(6,157)	(13,172)	(24,409)	(36,938)
Income tax expense	(65)	(15)	(87)	(28)
Net loss	$ (6,222)	$ (13,187)	$ (24,496)	$ (36,966)

Other cost of sales consists of shipping costs, manufacturing scrap and overhead variances, and depreciation.

11. Commitments and Contingencies

The Company is subject to certain contingencies arising in the ordinary course of business. The Company records accruals for these contingencies to the extent that a loss is both probable and reasonably estimable. If some amount within a range of loss appears more likely than any other amount within the range, that amount is accrued. Alternatively, when no amount within a range of loss appears to be a better estimate than any other amount, the lowest amount in the range is accrued. The Company expenses legal costs associated with loss contingencies as incurred. As of September 30, 2026 and December 31, 2025, the Company did not have any outstanding or threatened litigation that would have a material impact on the Consolidated Financial Statements.

Development and Distribution Agreement with Regenity

On July 31, 2024, the Company entered into the Regenity Agreement to market, sell, and distribute Cohealyx, a unique collagen-based dermal matrix under the Company's private label in the U.S. The initial term of the Regenity Agreement is five years, with an automatic extension of an additional five years, contingent upon meeting certain criteria. The Regenity Agreement also requires the Company to meet certain revenue targets, which may be reduced by the amount of product purchased during a given year, in order to maintain its exclusive distribution rights. In the event the Company fails to meet those revenue targets, Regenity may end the Company’s exclusivity under the Regenity Agreement unless the Company makes a cash payment to Regenity equal to the difference between what Regenity would have received if the revenue target were met and the amount of payments that were made to Regenity during the year.

Under the terms of the Regenity Agreement, the Company made a $2.0 million payment upon receipt of 510(k) clearance by Regenity in December 2024. Depending on the results of certain clinical studies related to Cohealyx, the Company had an additional obligation to pay $3.0 million on or before January 4, 2026, to guarantee development and manufacturing capacity (and related resources). As such, upon Regenity receiving 510(k) clearance in December 2024, the Company recorded $5.0 million in Intangible assets, net on the Consolidated Balance Sheets.

On December 17, 2025, the Company entered into Amendment One to the Regenity Agreement (the “Regenity Amendment”). Under the terms of the Regenity Amendment, the Company’s obligation to pay $3.0 million was amended to on or before January 4, 2027 to guarantee development and manufacturing capacity (and related resources). As of September 30, 2026 and December 31, 2025, the Company recorded this $3.0 million obligation in Contingent liability and Contingent liability, long-term, respectively, on the Consolidated Balance Sheets. The Regenity Amendment also extended the 50/50 revenue split between the Company and Regenity through 2027; as of January 1, 2028, the revenue split will convert to 60 (the Company)/40 (Regenity).

Commitments with Stedical

On January 26, 2024, the Company entered into the Distribution Agreement with Stedical. Under the terms of the Distribution Agreement, the Company holds the exclusive rights to market, sell, and distribute PermeaDerm products, including any future enhancements or modifications, within the United States. The initial term is for five years, with the option to renew for an additional five years, contingent upon meeting certain minimum requirements.

On March 17, 2025, the Company and Stedical entered into an Amendment Two (the "Amendment") of the Distribution Agreement. Under the terms of the Amendment, the Company's share of revenue from PermeaDerm sales increased from 50% to 60% and Stedical became eligible for certain milestone payments conditioned upon AVITA Medical's achievement of specified sales targets. In addition, Stedical's share from the sale of PermeaDerm is reduced by the Company's actual cost to manufacture PermeaDerm. For 2025, the Company was required to reach $6.0 million in gross sales of PermeaDerm. For every year thereafter, the Company must achieve a minimum 20% increase in revenue from sales of PermeaDerm. In the event the Company fails to achieve the specified growth rate for two subsequent years, the Company has the option to make a cash payment to Stedical equal to the difference between what Stedical would have received if those two growth targets had been met for those two consecutive years and the amount of payments that were made to Stedical over that two-year period. The Amendment revises the initial term of the Distribution Agreement to ten years from the date of the Amendment.

Simultaneously to entering into the Amendment, on March 17, 2025, the Company entered into the Manufacturing Agreement with Stedical to manufacture PermeaDerm in the United States for the purposes of (i) sale in the United States under the terms of the Distribution Agreement, and (ii) sale to Stedical for sale or distribution outside of the United States. The initial term of the Manufacturing Agreement is ten years.

On August 5, 2026, the Company and Stedical entered into a Global Amendment of the Distribution and Manufacturing Agreements with Stedical (the "Global Amendment"). Under the terms of the Global Amendment, in exchange for a $500,000 fee, the Company will hold the right of first offer and refusal to expand its exclusive distribution territory to include all or a portion of the European Union, the United Kingdom, and/or Australia. As such, the Company recorded $0.5 million in Intangible assets, net on the Consolidated Balance Sheets.

In addition, the Company's share of revenue from PermeaDerm sales will increase to 67% for products sold in sheet form, subject to increased revenue sharing in the event the Company's gross margin on those products exceeds 50%, and to 80% for products sold in glove form, subject to increased revenue sharing in the event the Company's gross margin on those products exceeds 35%. For 2026, the Company is required to reach total PermeaDerm revenue sharing payments of $1.0 million, with 20% growth minimums each year through 2030. All previous minimum revenue sharing payment requirements under the Distribution Agreement were waived.

Also under the Global Amendment, Stedical may pursue the commercialization of PermeaDerm in certain U.S. markets not currently served by the Company. The Company will sell PermeaDerm for such sales to Stedical at a ten percent premium to the Company's actual manufacturing costs. For PermeaDerm manufactured for Stedical to sell outside of the U.S., primarily in Asia, the Company will sell such PermeaDerm to Stedical at a fixed price per carton plus a 10% manufacturing fee, subject to a reasonable volume cap.

12. Common and Preferred Stock

The Company's CHESS Depositary Interests ("CDIs") are quoted on the ASX under the ticker code, "AVH." Shares of Common Stock are quoted on Nasdaq under the ticker code, "RCEL." Every five CDIs on ASX represents one share of Common Stock.

The Company is authorized to issue 200,000,000 shares of Common Stock, par value $0.0001 per share, and 10,000,000 shares of Preferred stock, par value $0.0001 per share, issuable in one or more series as designated by the Company's Board of Directors. No other class of capital stock is authorized. As of September 30, 2026 and December 31, 2025, 30,962,549 and 30,571,662 shares of Common Stock, respectively, were issued and outstanding and no shares of Preferred stock were issued and outstanding during any period.

Common Stock held in the rabbi trust is classified in a manner similar to treasury stock and presented separately on the Consolidated Balance Sheets as Common Stock held by the NQDC Plan. As of September 30, 2026 and December 31, 2025, a total of 75,391 and 135,493 shares underlying awards have been deferred, respectively. Vested shares are converted to Common Stock and are reclassified to permanent equity.

13. Stock-Based Payment Plans

On June 3, 2026, at the Company's 2026 Annual Meeting of Stockholders, the Company's stockholders approved the issuance of 16,133 service-only stock options and 22,214 tenure-based RSUs to each of the Company's six non-executive members of the Board of Directors, as well as the issuance of 48,509 service-only stock options and 66,797 tenure-based RSUs to two non-executive members of the Board of Directors for their initial grants in accordance with ASX rules. These awards are subject to vesting conditions as denoted in the individual grants.

Stock-Based Payment Expenses

Stock-based payment transactions are recognized as compensation expense based on the fair value of the instrument on the date of grant. The Company uses the graded-vesting method to recognize compensation expense. Compensation cost is reduced for forfeitures as they occur in accordance with ASU 2016-09*, Simplifying the Accounting for Share-Based Payment.* No income tax benefit was recognized in the Consolidated Statements of Operations for stock-based payment arrangements for the three- and nine-months ended September 30, 2026 and 2025.

In June 2023, the stockholders approved the Company's Employee Stock Purchase Plan (the "ESPP"), which became effective on July 1, 2023. On June 30, 2023, the Company filed a Registration Statement on Form S-8 to register 1,000,000 shares of Common Stock under the ESPP, as a result of the Company's stockholders approving the ESPP at the 2023 annual meeting of stockholders. The ESPP features two six-month offering periods per year, running from June 1 to November 30 and from December 1 to May 31.

The Company has included stock-based compensation expense for all equity awards and the ESPP as part of operating expenses in the accompanying Consolidated Statements of Operations as follows (in thousands):

	Three-Months Ended		Nine-Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Sales and marketing expenses	$ 389	$ 712	$ 1,420	$ 1,811
General and administrative expenses	830	1,465	1,958	4,483
Research and development expenses	449	606	1,379	1,852
Total	$ 1,668	$ 2,783	$ 4,757	$ 8,146

A summary of share option activity as of September 30, 2026, and changes during the period ended, is presented below:

	Service Only Share Options	Performance-Based Share Options	Total Share Options
Outstanding shares at December 31, 2025	4,365,603	171,301	4,536,904
Granted	878,927	-	878,927
Exercised	(14,552)	(12,400)	(26,952)
Expired	(899,445)	(34,656)	(934,101)
Forfeited	(96,702)	-	(96,702)
Outstanding shares at September 30, 2026	4,233,831	124,245	4,358,076
Exercisable at September 30, 2026	2,227,320	119,845	2,347,165
Vested and expected to vest - September 30, 2026	4,233,831	124,245	4,358,076

A summary of the status of the Company's unvested RSUs as of September 30, 2026, and changes that occurred during the period, is presented below:

	Tenure-Based RSUs
Unvested RSUs outstanding at December 31, 2025	67,048
Granted	969,941
Vested	(75,798)
Forfeited	(35,250)
Unvested RSUs outstanding at September 30, 2026	925,941

14. Income Taxes

Tax expense was $65,000 and $15,000, for the three-months ended September 30, 2026 and 2025, respectively. Tax expense was $87,000 and $28,000 for the nine-months ended September 30, 2026 and 2025, respectively. For 2026 and 2025, these amounts are related to state minimum taxes.

15. Net Loss per Share

The following is a reconciliation of the basic and diluted loss per share computations:

	Three-Months Ended		Nine-Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
(in thousands, except share and per share amounts)				
Net income (loss)	$ (6,222)	$ (13,187)	$ (24,496)	$ (36,966)
Weighted-average common shares—outstanding, basic and diluted	30,866,230	28,393,445	30,720,190	27,012,691
Net income (loss) per common share, basic and diluted	$ (0.20)	$ (0.46)	$ (0.80)	$ (1.37)

	Three-Months Ended		Nine-Months Ended	
	September 30, 2026	September 30, 2025	September 30, 2026	September 30, 2025
Anti-dilutive shares excluded from diluted net loss per common share:				
Stock options	4,358,076	5,147,459	4,358,076	5,147,459
Restricted stock units	925,941	67,048	925,941	67,048
ESPP	123,380	54,920	123,380	54,920
Warrants	909,661	554,841	909,661	554,841

The Company's basic net loss per share is calculated by dividing the net loss by the weighted-average number of shares of Common Stock outstanding for the relevant period. In accordance with ASC 710, shares of Common Stock held by the rabbi trust are excluded from the denominator in both the basic and the diluted net loss per common share calculations. As of September 30, 2026 and 2025, a total of 75,391 and 129,411 shares of Common Stock were excluded, respectively. For the purposes of the calculation of diluted net loss per share, options to purchase Common Stock, restricted stock units, and unvested shares of Common Stock issued upon the early exercise of stock options have been excluded from the calculation of diluted net loss per share as their effect is anti-dilutive. Because the Company has reported a net loss for the three- and nine-months ended September 30, 2026 and 2025, diluted net loss per common share is the same as the basic net loss per share for those periods.

16. Subsequent Events

The Company has evaluated subsequent events through the filing of this Quarterly Report on Form 10-Q and determined that except as disclosed below, no events have occurred that would require adjustment to, or disclosures in, the Consolidated Financial Statements.

On October 26, 2026, the Lender exercised via cashless exercise the Perceptive Warrant, which was exercisable for up to 500,000 shares of Company common stock, whereby the Company withheld 112,284 shares in respect of the exercise price and issued the remaining 387,716 shares to the Lender on October 28, 2026.

On November 3, 2026, the Company borrowed an additional $10.0 million under the Credit Agreement with the Lender. In connection therewith, 150,000 shares of common stock vested under the warrant that the Company issued to the Lender on June 5,

2026. The warrant has a per share exercise price of $3.4019. For information regarding the terms of the Credit Agreement, refer to Note 6 to the Consolidated Financial Statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the financial condition and results of operations of AVITA Medical, Inc.'s ("we", "our", or "us") should be read in conjunction with our unaudited Consolidated Financial Statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q as well as the "Note Regarding Forward-Looking Statements" on page 3.

Overview

We are a leading therapeutic acute wound care company delivering transformative solutions. Our solutions improve the healing outcomes for patients with traumatic injuries and surgical repairs, addressing critical healing needs that arise from unpredictable and life-changing events. At the forefront of our portfolio is RECELL® ("RECELL"), approved by the U.S. Food & Drug Administration (the "FDA") for the treatment of thermal burn wounds and full-thickness skin defects. RECELL harnesses the healing properties of a patient's own skin to create an autologous skin cell suspension, Spray-On Skin™, offering an innovative solution for improved clinical outcomes at the point of care. We entered into an exclusive multi-year development and distribution agreement with Collagen Matrix, Inc. dba Regenity Biosciences ("Regenity"). Regenity manufactures and supplies Cohealyx™, an AVITA Medical-branded, FDA-cleared, collagen-based dermal matrix. Under the agreement with Regenity, we hold the exclusive rights to market, sell, and distribute Cohealyx in the U.S., with the potential to expand such commercialization into the European Union, Australia, and Japan. In addition, in the United States, we hold the rights to manufacture and exclusively market, sell, and distribute PermeaDerm®, a biosynthetic wound matrix, under the terms of exclusive multi-year distribution and contract manufacturing agreements with Stedical Scientific, Inc.

The single-use RECELL Autologous Cell Harvesting Device ("RECELL Ease-of-Use" or "RECELL EOU") is approved by the FDA for the treatment of thermal burn wounds and full-thickness skin defects. Our next-generation device, RECELL GO® Autologous Cell Harvesting Device ("RECELL GO"), is FDA-approved to treat thermal burn wounds and full-thickness skin defects. RECELL GO introduces enhanced features that improve consistency and standardization across clinical settings. It consists of two components: the RECELL GO Processing Device (the "RPD") and the RECELL GO Preparation Kit (the "RPK"). The RPD is a multi-use, AC-powered device that controls the RPK. The RPK contains a single-use cartridge and the RECELL Enzyme™. The RPD regulates the pressure applied to disaggregate the cells and precisely controls the incubation time of the RECELL Enzyme to optimize cell yield and promote cell viability. RECELL GO mini® Autologous Cell Harvesting Device ("RECELL GO mini"), which was approved by the FDA in December 2024, is a line extension of RECELL GO, designed specifically to treat smaller wounds up to 480 cm^2. It utilizes the same RPD but features a RECELL GO mini Preparation Kit, which includes a single-use RECELL GO mini cartridge optimized for smaller skin samples. These modifications are intended to align with the needs of clinicians treating smaller wounds, and to support broader adoption of the RECELL GO platform in trauma centers.

We are executing a focused commercial strategy centered on approximately 200 U.S. burn and trauma centers that represent the highest value and procedural volume within the acute wound care market. These institutions are core to our commercialization efforts due to their high concentration of complex inpatient cases and consistent procedural throughput. By prioritizing burn and trauma centers, we are targeting the most critical segments of acute wound care to maximize clinical impact and drive adoption across our portfolio.

To further our mission of improving clinical outcomes and establishing new standards of acute wound care, we have outlined the following strategic objectives:

- Driving commercial revenue growth, improving operating leverage, generating positive cash flow, and achieving long-term operating profitability;
- Increasing market penetration in U.S. burn centers, positioning RECELL as the standard of care in burn management;
- Expanding adoption of RECELL for the treatment of traumatic and surgical wounds throughout the U.S.;
- Expanding adoption of Cohealyx as a dermal matrix that supports wound bed preparation and meaningfully reduces mean time to skin grafting;
- Repositioning PermeaDerm as an alternative to allograft (cadaver skin), leveraging its clinical, economic, and operational advantages to establish a higher-value role in burn care;
- Driving adoption of RECELL GO mini in burn and trauma centers treating smaller wounds;
- Complete analyses of the results of the clinical studies for Cohealyx and PermeaDerm and prepare for submission of the data for publication;
- Expanding RECELL internationally through distributor-led commercialization upon receipt of regulatory approvals; and
- Pursuing additional business development opportunities complementary to our target wound care markets.

Business Environment and Current Trends

Changes in reimbursement rates and coverage policy by third party payors may place additional financial pressure on hospitals and the broader healthcare system. These changes could reduce demand for our products, particularly if healthcare providers face lower margins or additional administrative burdens. For example, in 2025 the Centers for Medicare & Medicaid Services ("CMS") designated pricing responsibility for the Current Procedural Terminology ("CPT") code used with RECELL to the seven regional Medicare Administrative Contractors ("MACs"). Delay by the MACs in establishing and publishing reimbursement rates temporarily slowed clinician use of RECELL. As of March 2026, all seven MACs had published rates, restoring reimbursement clarity and supporting a return toward normalized utilization.

In July 2026, CMS released the 2027 Medicare Physician Fee Schedule ("PFS"), Hospital Outpatient Prospective Payment System, and Ambulatory Surgical Center ("ASC") proposed rules addressing Medicare payment for Skin Cell Suspension Autograft, the procedure performed using RECELL The proposed rules reflect the new Category I CPT code family effective January 1, 2027 and include proposed national physician relative value units based on American Medical Association recommended valuation, as well as proposed increases to hospital outpatient and ASC facility payment rates. If finalized, RECELL physician reimbursement would transition from the current regional MACs contractor-priced methodology to a more transparent, nationally published PFS. CMS is expected to issue final rules later this year, with implementation effective January 1, 2027.

The macroeconomic environment may have unexpected adverse effects on businesses and healthcare institutions globally that may, in turn, negatively impact our consolidated operating results. There remains significant uncertainty in the current macroeconomic environment due to factors including supply chain shortages, increased cost of healthcare, changes to inflation rates, a competitive labor market, tariffs, and other related global economic and geopolitical conditions. If these conditions continue or worsen, they could adversely impact our future operating results.

Geopolitical conditions may also impact our operations. Although we do not have operations in Russia, Ukraine, the Middle East, or Asia (outside of Japan), the continuation or threat of military conflicts in these regions or any escalation of conflicts beyond their current scope may further weaken the global economy resulting in additional inflationary pressures or supply chain constraints.

Recent Developments

On January 13, 2026, we entered into a five-year credit facility with Perceptive Credit Holdings V, LP ("Perceptive"), an affiliate of Perceptive Credit Advisors, LLC, providing up to $60 million in available capital. At closing, we drew $50 million and used a portion of the proceeds to repay our existing debt, resulting in net proceeds of approximately $6.0 million after repayment of our prior debt and certain related transaction fees. This credit facility includes an option to access an additional $10.0 million through the first quarter of 2027, subject to the achievement of a certain revenue milestone (see Note 16, Subsequent Events of the Consolidated Financial Information, for additional information). This facility also establishes trailing twelve-month revenue covenants aligned with our current operating trajectory, including $68.5 million for the quarter ended March 31, 2026, $69.0 million for the quarter ended June 30, 2026, $70.8 million for the quarter ended September 30, 2026, and $73.0 million for the year ending December 31, 2026. As of September 30, 2026, we were in compliance with these covenants. For additional information, see *Liquidity and Capital Resources* below.

On April 6, 2026, we entered into a ten-year agreement with the Biomedical Advanced Research and Development Authority ("BARDA"), part of the U.S. Department of Health and Human Services, with a total potential value of up to $25.5 million. Under the agreement, we will maintain a supply of RECELL for deployment in mass casualty incidents and provide associated readiness and support services. The agreement provides approximately $4.0 million in access and maintenance fees over the ten-year term, with additional potential revenue tied to procurement options exercised by BARDA. Costs to fulfill the BARDA emergency preparedness performance obligation, which consist of billed costs to BARDA incurred in connection with emergency deployment services, are incremental and expected to be recovered.

In April 2026, we announced positive interim results from our Cohealyx I post-market clinical study, demonstrating a statistically significant reduction in mean time to autografting readiness of approximately 20 days compared to a literature-derived benchmark (13.6 days versus 33.2 days; $p<0.001$). These findings support the potential of Cohealyx to improve clinical outcomes and enhance efficiency in the treatment of full-thickness wounds.

We participated in the American Burn Association 2026 Annual Meeting in April, where independent investigators and clinical partners presented data and case studies reflecting real-world use of RECELL, Cohealyx, and PermeaDerm across a range of wound care applications. These presentations highlighted evolving clinical experience with our products and their use across different stages of wound management.

In April 2026, RECELL GO received Therapeutic Goods Administration certification in Australia and was listed on New Zealand's Web Assisted Notification of Devices database by Medsafe, enabling commercialization in both markets. These regulatory authorizations expand the international availability of RECELL GO and support our distributor-led commercialization strategy in Australia and New Zealand.

In June 2026, clinical data highlighting the first documented use of RECELL GO in the United Kingdom was presented at the 2026 British Burn Association Annual Meeting. The case series, involving 17 patients treated at Stoke Mandeville Hospital, demonstrated successful use of RECELL GO across burn and reconstructive procedures, with investigators reporting favorable clinical outcomes, uncomplicated donor-site healing, and workflow benefits through standardized cell preparation.

In August 2026, we announced results from PermeaDerm I, a post-market, multicenter, randomized controlled study of 40 patients across 11 U.S. burn centers comparing PermeaDerm with allograft for temporary wound coverage. The study met its primary endpoint, demonstrating a 70% lower mean product cost per 1% total body surface area treated with PermeaDerm ($p<0.001$), and showed a 95.7% reduction in preparation time, comparable graft take and wound healing, and no adverse events attributed to PermeaDerm.

On November 3, 2026, we borrowed an additional $10.0 million under our credit facility with Perceptive. In connection therewith, 150,000 shares of common stock vested under the warrant that we issued to Perceptive on June 5, 2026. The warrant has a per share exercise price of $3.4019.

Results of Operations for the three-months ended September 30, 2026 compared to the three-months ended September 30, 2025.

The table below summarizes the results of our operations for each of the periods presented (in thousands).

	Three-Months Ended			
Statement of Operations Data:	**September 30, 2026**	**September 30, 2025**	**$ Change**	**% Change**
Sales revenue	$ 25,862	$ 16,897	8,965	53%
Lease revenue	252	165	87	53%
Total revenues	26,114	17,062	9,052	53%
Cost of sales	(4,173)	(3,187)	(986)	31%
Gross profit	21,941	13,875	8,066	58%
Operating expenses:				
Sales and marketing	(13,566)	(12,053)	(1,513)	13%
General and administrative	(6,307)	(7,227)	920	(13)%
Research and development	(4,697)	(3,748)	(949)	25%
Total operating expenses	(24,570)	(23,028)	(1,542)	7%
Operating loss	(2,629)	(9,153)	6,524	(71)%
Interest expense	(1,479)	(1,268)	(211)	17%
Other expense, net	(2,049)	(2,751)	702	(26)%
Loss before income taxes	(6,157)	(13,172)	7,015	(53)%
Income tax expense	(65)	(15)	(50)	333%
Net loss	$ (6,222)	$ (13,187)	6,965	(53)%

Total revenues increased by 53%, or $9.0 million, to approximately $26.1 million, compared to $17.1 million in the same period in the prior year. The growth in revenues was primarily driven by a 50% increase, or $7.7 million, in sales of RECELL. The increase in RECELL sales was due to continued normalization in RECELL utilization following the publication by all of the MACs of reimbursement rates related to healthcare providers use of RECELL and also higher sales of RECELL GO mini in trauma and smaller wounds. RECELL sales also benefited from the commercial team focusing on expanding the number of surgeons using RECELL and also expanding use by surgeons on different sizes of wounds. Cohealyx sales increased 154%, or $1.3 million, primarily driven by more Value Analysis Committees (“VAC”) approvals allowing broader adoption of the product in more facilities. Cohealyx and PermeaDerm represented 8% and 2%, respectively, of total commercial sales.

Gross profit margin was 84.0% compared to 81.3% in the corresponding period in the prior year. Note that the gross margin for RECELL products on a standalone basis was 88.4% for the quarter. We believe gross margin for RECELL products on a standalone basis will be in the range of 85% to 90% for future quarters. The increase in the overall gross margin percentage from the prior year was primarily caused by lower volume discounts, lower inventory reserves, improved manufacturing efficiency, and an increase in average sales price. We share the average sales price for Cohealyx at 50% and for PermeaDerm up to approximately 55%, depending on the products sold. Although these arrangements are beneficial, they inevitably result in an overall decrease in gross margin percentage. Therefore, the product mix is expected to continue to impact the overall gross margin percentage while increasing the gross profit and, given that expenses associated with this revenue do not increase significantly, the operating profit on a quarterly basis.

Total operating expenses increased by 7% or $1.6 million to $24.6 million, compared with $23.0 million in the corresponding period in the prior year.

Sales and marketing expenses increased by 13%, or $1.5 million, to $13.6 million, compared to $12.1 million in the corresponding period in the prior year. Higher costs in the current year are due to increases in selling expenses of $1.5 million, primarily commission expense, and salaries and benefits of $1.0 million, primarily annual incentive compensation costs, offset by lower professional fees and consulting fees of $0.5 million, stock-based compensation of $0.3 million, and other selling expenses of $0.2 million.

General and administrative expenses decreased by 13%, or $0.9 million, to $6.3 million, compared to $7.2 million in the same period in the prior year. Lower costs in the current year are due to decreases in professional fees of $0.8 million, stock-based compensation of $0.7 million, and other corporate expenses of $0.2 million, offset by an increase in salaries and benefits of $0.8 million. The decrease in professional fees is related to lower legal expenses. The decrease in stock-based compensation is due to reduced grant activity. The increase in salaries and benefits is due to higher annual incentive compensation costs.

Research and development expenses increased by 25%, or $1.0 million, to $4.7 million, compared to $3.7 million in the same period in the prior year. Higher costs in the current year are due to an increase in salaries and benefits of $1.4 million, offset by decreases in professional fees of $0.2 million and other development expenses of $0.2 million. The increase in salaries and benefits is due to higher annual incentive compensation costs in the current year as well as the capitalization of project costs in the prior year. The decrease in professional fees is due to lower clinical trial costs associated with PermeaDerm and Cohealyx post-market studies.

Other expense, net decreased by $0.8 million to $2.0 million from $2.8 million in the prior period. In the current period, other expense, net consists of a non-cash charge of $2.1 million related to the change in fair value of warrants. The prior period income consisted of non-cash charges of $2.2 million related to the amendment of our loan facility and $0.9 million related to the change in fair value of loan facility, offset by $0.3 million in income related to our investments.

Results of Operations for the nine-months ended September 30, 2026 compared to the nine-months ended September 30, 2025.

The table below summarizes the results of our operations for each of the periods presented (in thousands).

	Nine-Months Ended			
Statement of Operations Data:	**September 30, 2026**	**September 30, 2025**	**$ Change**	**% Change**
Sales revenue	$ 66,415	$ 53,448	12,967	24%
Lease revenue	652	547	105	19%
Total revenues	67,067	53,995	13,072	24%
Cost of sales	(11,631)	(9,490)	(2,141)	23%
Gross profit	55,436	44,505	10,931	25%
Operating expenses:				
Sales and marketing	(39,980)	(41,200)	1,220	(3)%
General and administrative	(18,339)	(20,283)	1,944	(10)%
Research and development	(15,404)	(15,148)	(256)	2%
Total operating expenses	(73,723)	(76,631)	2,908	(4)%
Operating loss	(18,287)	(32,126)	13,839	(43)%
Interest expense	(4,366)	(3,754)	(612)	16%
Other expense, net	(1,756)	(1,058)	(698)	66%
Loss before income taxes	(24,409)	(36,938)	12,529	(34)%
Income tax expense	(87)	(28)	(59)	211%
Net loss	$ (24,496)	$ (36,966)	12,470	(34)%

Total revenues increased by 24%, or $13.1 million, to approximately $67.1 million, compared to $54.0 million in the same period in the prior year. The growth in revenues was driven by a 19% increase, or $9.4 million, in sales of RECELL and a 350% increase, or $4.2 million, in sales of Cohealyx. The increase in RECELL sales is due to continued normalization in RECELL utilization following the publication by all of the MACs of reimbursement rates related to healthcare providers use of RECELL and also higher sales of RECELL GO mini in trauma and smaller wounds. RECELL sales also benefited from the commercial team focusing on expanding the number of surgeons using RECELL and also expanding use by surgeons on different sizes of wounds. The increase in Cohealyx sales was primarily driven by more VAC approvals allowing broader adoption of the product in more facilities.

Gross profit margin was 82.7% compared to 82.4% in the corresponding period in the prior year. Note that the gross margin for RECELL products on a standalone basis was 86.6% for the nine-months ended September 30, 2026. We believe gross margin for RECELL products on a standalone basis will be in the range of 85% to 90% for future quarters. The increase in the overall gross margin percentage from the prior year was primarily caused by product mix. We share the average sales price for Cohealyx at 50% and for PermeaDerm up to approximately 55%, depending on the products sold. Although these arrangements are beneficial, they inevitably result in an overall decrease in gross margin percentage. Therefore, the product mix is expected to continue to impact the overall gross margin percentage while increasing the gross profit and, given that expenses associated with this revenue do not increase significantly, the operating profit on a quarterly basis.

Total operating expenses decreased by 4% or $2.9 million to $73.7 million, compared with $76.6 million in the corresponding period in the prior year.

Sales and marketing expenses decreased by 3%, or $1.2 million, to $40.0 million, compared to $41.2 million in the corresponding period in the prior year. Lower costs in the current year are due to a decrease in professional fees of $1.3 million, offset by higher other selling expenses of $0.1 million. The decrease in professional fees is due to lower consulting costs.

General and administrative expenses decreased by 10%, or $2.0 million, to $18.3 million, compared to $20.3 million in the same period in the prior year. Lower costs in the current year are due to decreases in stock-based compensation of $2.4 million and professional fees of $0.5 million, offset by an increase in salaries and benefits of $1.0 million. The decrease in stock-based compensation is due to higher forfeitures, decreased headcount, and reduced grant activity. The decrease in professional fees is related to lower legal expenses. The increase in salaries and benefits is due to higher annual incentive compensation costs.

Research and development expenses increased by 2%, or $0.3 million, to $15.4 million, compared to $15.1 million in the same period in the prior year. Higher costs in the current year are due to an increase to salaries and benefits of $1.3 million, offset by decreases in research and development expenses of $0.5 million and professional fees of $0.5 million. The increase in salaries and benefits is due to higher annual incentive compensation costs in the current year as well as the capitalization of project costs in the prior year. The decrease in research and development expenses is due to lower product testing costs. The decrease in professional fees is due to lower clinical trial costs associated with PermeaDerm and Cohealyx post-market studies.

Other expense, net increased by $0.7 million to $1.8 million from $1.1 million in the prior period. In the current period, other expense, net consists of a non-cash charge of $2.7 million related to the change in fair value of warrants, offset by a non-cash gain of $0.5 million related to the change in fair value of the loan facility, $0.3 million in income related to our investments, and $0.1 million in other gains, net. The prior period expense consisted of $3.0 million in debt issuance costs and $0.8 million related to the change in fair value of loan facility, offset by a non-cash gain of $1.6 million related to the change in fair value of warrants, $0.7 million in income related to our investments, and $0.4 million in other gains, net.

Liquidity and Capital Resources

Overview

Our Consolidated Financial Statements have been prepared on the basis that we will continue as a going concern for the next 12 months. We have funded our operations through the sales of our products, the issuance of equity securities, and debt financing. If capital is not available to us when amounts are needed, we could be required to delay, scale back, or abandon commercial activities and development programs and other operations, which could adversely impact our business, financial condition, and operating results.

As of September 30, 2026, we had approximately $10.5 million in cash and cash equivalents. We believe that our existing cash and cash equivalents, together with the Additional Commitment Amount (as described below) and expected revenues, will be sufficient to meet our capital requirements and fund our operations for at least twelve months from the date of issuance of these Consolidated Financial Statements. However, we may be required or decide to raise additional debt or equity financing to support further growth of our operations.

On January 13, 2026 (the "Closing Date"), we entered into a five-year senior secured credit facility in an aggregate principal amount of up to $60 million, of which (i) $50 million was funded on the Closing Date (the "Initial Commitment Amount"), and (ii) $10 million to be made available, at our discretion on or before March 31, 2027, subject to satisfaction of a certain net revenue requirement (the "Additional Commitment Amount"). On the Closing Date, we closed on the Initial Commitment Amount, less certain fees and expenses payable to or on behalf of the lender. Simultaneously with the closing of the Initial Commitment Amount, we repaid in full and terminated all of our obligations and commitments under our previous credit agreement (the "Refinancing Transaction").

Subsequent to September 30, 2026, on November 3, 2026, the Company closed on the Additional Commitment Amount. As a result of the Company incurring the Additional Commitment Amount, 150,000 shares of common stock vested under the warrant that the Company issued to Perceptive on June 5, 2026, as described further below.

On the Closing Date, we agreed to issue to the lender, subject to shareholder approval, a warrant to purchase up to 650,000 shares of Common Stock, par value $0.0001 per share, at an exercise price set at the lower of two 10-day VWAPs: (i) the 10-day VWAP ending on the business day immediately prior to the Closing Date, which VWAP is $3.4019; or (ii) the 10-day VWAP ending on the business day immediately prior to the issuance date of the warrant. On June 3, 2026, our shareholders approved the issuance of such warrants. On June 5, 2026, we issued a warrant covering up to 650,000 shares of Common Stock at an exercise price of $3.4019 per share, of which 500,000 shares were immediately exercisable, and an additional 150,000 shares vested and became exercisable following the closing on the Additional Commitment Amount. Subsequent to September 30, 2026, on October 26, 2026, the lender exercised via cashless exercise their warrant, which was exercisable for up to 500,000 shares of our common stock, whereby we withheld 112,284 shares in respect of the exercise price and issued the remaining 387,716 shares on October 28, 2026.

We have incurred operating losses and negative cash flows from operations since our inception. These factors had previously given rise to substantial doubt about our ability to continue as a going concern. Based on our liquidity position and current forecast of operating results and cash flows, management has now concluded that substantial doubt about our ability to continue as a going concern no longer exists, and that we have sufficient liquidity to meet our obligations as they become due within the next twelve months following the date of issuance of these Consolidated Financial Statements.

We may require additional funds in the future to support continued growth of our operations or for other purposes, and may seek to raise such additional funds through our shelf registration statement on Form S-3 (File No. 333-294790) on file with the Securities and Exchange Commission ("SEC"). However, there can be no assurance that additional financing will be available, either on favorable terms or at all.

Cash Flows

The following table summarizes our cash flows for the periods presented (in thousands):

	Nine-Months Ended	
(in thousands)	September 30, 2026	September 30, 2025
Net cash used in operating activities	$ (14,278)	$ (25,757)
Net cash provided by investing activities	7,819	12,441
Net cash provided by financing activities	6,716	14,688
Net increase in cash and cash equivalents	257	1,372
Cash and cash equivalents at beginning of the period	10,243	14,050
Cash and cash equivalents at end of the period	10,500	15,422

Net cash used in operating activities was $14.3 million and $25.8 million during the nine-months ended September 30, 2026 and 2025, respectively. The decrease in net cash used in operations was primarily due to increased gross profit, decreased operating expenses, and the timing of working capital outlays.

Net cash provided by investing activities was $7.8 million and $12.4 million during the nine-months ended September 30, 2026 and 2025, respectively. The decrease in cash provided by investing activities is primarily attributable to lower cash inflows from maturities of marketable securities offset by lower capital expenditures in the current year.

Net cash provided by financing activities was $6.7 million and $14.7 million during the nine-months ended September 30, 2026 and 2025, respectively. The decrease in cash provided by financing activities is primarily due to net proceeds from the private placement in 2025 offset by the net proceeds from the Loan Facility entered into on January 13, 2026.

Capital Management and Material Cash Requirements

We aim to manage capital so that we can continue as a going concern while also maintaining optimal returns to stockholders, as well as other benefits for our stakeholders. We also aim to maintain a capital structure that ensures the lowest cost of capital available to us. We regularly review our capital structure and seek to take advantage of available opportunities to improve outcomes for us and our stockholders.

Under the terms of the Regenity Agreement, we have an obligation to make an additional $3.0 million payment on or before January 4, 2027, to guarantee development and manufacturing capacity (and related resources), contingent on positive results of certain clinical studies. With the exception of the milestone payments under the Regenity Agreement, we do not have any other purchase commitments or long-term contractual obligations, except for lease obligations as of September 30, 2026.

On August 5, 2026, we entered into a Global Amendment of the Distribution and Manufacturing Agreements with Stedical (the "Global Amendment"). Under the terms of the Global Amendment, in exchange for a $500,000 fee we hold the right of first offer and refusal to expand our exclusive distribution territory to include all or a portion of the European Union, the United Kingdom, and/or Australia. In addition, our share of revenue from PermeaDerm sales increases to 67% for products sold in sheet form, subject to increased revenue sharing in the event our gross margin on those products exceeds 50%, and to 80% for products sold in glove form, subject to increased revenue sharing in the event our gross margin on those products exceeds 35%. For 2026, we are required to reach total PermeaDerm revenue sharing payments of $1.0 million, with 20% growth minimums each year through 2030. All previous minimum revenue sharing payment requirements under the Distribution Agreement were waived.

Also under the Global Amendment, Stedical may pursue the commercialization of PermeaDerm in certain U.S. markets not currently served by us. We will sell PermeaDerm for such sales to Stedical at a ten percent premium to our actual manufacturing costs. For PermeaDerm manufactured for Stedical to sell outside of the U.S., primarily in Asia, we will sell such PermeaDerm to Stedical at a fixed price per carton plus a 10% manufacturing fee, subject to a reasonable volume cap.

In addition, we have no material off-balance sheet arrangements (as defined in the applicable rules and regulations established by the SEC) that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources. While we have no committed plans to issue further shares on the market, we will continue to assess market conditions.

For the nine-months ended September 30, 2026, there were no dividends paid and we have no plans to commence the payment of dividends.

Critical Accounting Estimates

Except as disclosed in Note 2 to our Consolidated Financial Statements, there have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in the 2025 Annual Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and our Chief Financial Officer evaluated, with the participation of our management, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. As of September 30, 2026, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act"), were effective.

Our disclosure controls and procedures have been formulated to ensure that (i) information that we are required to disclose in reports that we file or submit under the Securities Exchange Act was recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (ii) information required to be disclosed by us is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Controls over Financial Reporting

There were no changes in our internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act) during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Part II - Other Information

Item 1. LEGAL PROCEEDINGS

We are not currently a party to any legal proceedings that we believe will have a material adverse effect on our business or financial condition. We may, however, be subject to various claims or legal actions arising in the ordinary course of business from time to time.

Item 1A. RISK FACTORS

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed under Part I, Item 1A, "Risk Factors," in the 2025 Annual Report, and as updated from time to time in the Company's subsequent Quarterly Reports on Form 10-Q (the "Risk Factors"). These Risk Factors could materially adversely affect our business, financial condition, liquidity, results of operations and capital position, and could cause our actual results to differ materially from our historical results or the results contemplated by the forward-looking statements contained in this Quarterly Report on Form 10-Q. There have been no material changes to the Risk Factors as of the filing of this Quarterly Report on Form 10-Q.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

Amendment and Restatement of Bylaws

On November 4, 2026, the Board of Directors (the "Board") of AVITA Medical, Inc. (the "Company") approved and adopted the Company's Amended and Restated Bylaws (the "Amended Bylaws"), effective immediately. Among other things, the Amended Bylaws:

- permit stockholder meetings to be held solely by remote communication;
- revise the procedures for stockholder meetings and nominations, including (i) a requirement that stockholders requesting a special meeting have held their shares of record continuously for at least one year and (ii) enhanced advance notice requirements for stockholder nominations and proposals; including additional disclosure, a nominee questionnaire and representation, and requirements to update any such nomination and proposal up to the shareholder meeting date;
- address the SEC's universal proxy rules (Rule 14a-19), including (i) a requirement that any stockholder nominating directors must solicit holders of at least 67% of the voting power, and (ii) reserving the white proxy card for the Board's exclusive use;
- require that stockholder notices to the Company be delivered in writing by hand or certified mail; and
- make other updates, including certain technical, conforming, and clarifying changes.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended Bylaws, which is filed as Exhibit 3.3 to this Quarterly Report on Form 10-Q and incorporated herein by reference.

Borrowing under Credit Agreement

On November 3, 2026, the Company borrowed an additional $10.0 million under the Credit Agreement with the Lender. The terms of payment and material terms of the Credit Agreement are described in the Form 8-K filed by the Company on January 13, 2026.

Item 6. EXHIBITS

(a) The following exhibits are filed as part of the Quarterly Report on Form 10-Q:

Exhibit No.	Description
3.1	Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the registrant's Form 8-K12B filed on June 30, 2020)
3.2	Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.2 of the registrant's Form 10-KT filed on February 28, 2022)
3.3	Amended and Restated Bylaws *
10.1	Global Amendment to the Contract Manufacturing Agreement and Exclusive Distribution Agreement dated August 5, 2026 by and between the registrant and Stedical Scientific, Inc. (incorporated by reference to Exhibit 10.1 of the registrant's Form 8-K filed on August 11, 2026) ***
31.1	Rule 13a-14(a) Certification of Chief Executive Officer *
31.2	Rule 13a-14(a) Certification of Chief Financial Officer *
32	18 U.S.C. Section 1350 Certifications **
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

† Management contract or compensation plan or arrangement
* Filed herewith
** Furnished herewith
*** Certain confidential portions of this exhibit have been omitted and redacted pursuant to Item 601(b)(10)(iv) of Regulation S-K because the identified information is both not material and is the type that the registrant treats as private or confidential and/or would be competitively harmful if publicly disclosed

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 5, 2026

AVITA MEDICAL, INC.

By: /s/ Cary Vance
Cary G. Vance
Chief Executive Officer
(Principal Executive Officer)

By: /s/ David O'Toole
David O'Toole
Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 3.3

AMENDED AND RESTATED BYLAWS
OF
AVITA MEDICAL, INC.

Approved by the Board of Directors of AVITA Medical, Inc.
on November 4, 2026

ARTICLE I
Meeting of Stockholders

Section 1.1. *Annual Meetings.* If required by applicable law, an annual meeting of stockholders shall be held for the election of directors at such date, time and place, if any, either within or without the State of Delaware, as may be designated by resolution of the board of directors (the "Board of Directors") of AVITA Medical, Inc. (as such name may be changed in accordance with applicable law, the "Corporation") from time to time. The Board of Directors may, in its sole discretion, determine that a meeting of stockholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the General Corporation Law of the State of Delaware (the "DGCL"). Any other proper business may be transacted at the annual meeting. The Board of Directors may postpone, reschedule or cancel any previously scheduled annual meeting of stockholders.

Section 1.2. *Special Meetings.*

(A) Special meetings of stockholders for any purpose or purposes, unless otherwise prescribed by statute or by the Corporation's Certificate of Incorporation, as amended, restated, supplemented or otherwise modified (the "Certificate of Incorporation"), (1) may be called at any time solely by the order of a majority of the Whole Board, or by the Chairman of the Board, the Chief Executive Officer or the President (in the absence of a chief executive officer), and (2) shall be called by the Corporate Secretary upon the written request of the holders of record of at least twenty-five percent (25%) of the outstanding shares of common stock of the Corporation (the "Requisite Percentage"), subject to and in compliance with these bylaws. Any special meeting of stockholders called by the Board of Directors pursuant to clause (1) of the foregoing sentence may be postponed at any time in advance of such meeting. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice. For purposes of these bylaws, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships, or any unfilled newly created directorships.

(B) Any request by stockholders to call a special meeting in accordance with Section 1.2(A)(2) of these bylaws shall (1) be delivered to, or mailed to and received by, the Corporate Secretary of the Corporation at the Corporation's principal executive offices, (2) be signed by each stockholder, or a duly authorized agent of such stockholder, requesting the special meeting, (3) set forth the purpose or purposes of the meeting, and (4) include all of the information required by Section l.13(A)(2) as to any nominations proposed to be presented and any other business proposed to be conducted at such special meeting and as to the stockholder(s) proposing such business or nominations, and a representation by the stockholder(s) proposing such business that within five business days after the record date for any such special meeting it will provide such information as of the record date for such special meeting. A special meeting requested by stockholders constituting the Requisite Percentage in accordance with Section 1.2(A)(2) of these bylaws shall be held at such date, time and place, if any, within or without the State of Delaware as may be fixed by the Board of Directors; provided, however, that the date of any such special meeting shall not be more than ninety (90) days after the request to call such special meeting is received by the Corporate Secretary pursuant to this Section 1.2(B) or such later date as shall be required to allow the Corporation to comply with the Exchange Act (as defined below), if applicable.

(C) Notwithstanding the foregoing, a special meeting requested by stockholders in accordance with Section 1.2(A)(2) of these bylaws shall not be held if: (1) the stated business to be brought before the special meeting is not a proper subject for stockholder action under applicable law, (2) the Board of Directors has called or calls for an annual or special meeting of stockholders to be held within one hundred twenty (120) days after the request for the special meeting is delivered to or received by the Corporate Secretary pursuant to Section 1.2(B) of these bylaws and the Board of Directors determines in good faith that the business of such annual or special meeting includes (among any other matters properly brought before the annual or special meeting) the purpose specified in the request, (3) an annual or special meeting was held not more than one hundred twenty (120) days before such request to call the special meeting was received by the Corporate Secretary pursuant to Section 1.2(B) of these bylaws, which such annual or special meeting included the purpose specified in such request, or (4) the special meeting requested by stockholders constituting the Requisite Percentage involves or was made in a manner that involved a violation of or does or did not comply with the Certificate of Incorporation, these bylaws, Regulation 14A under the Exchange Act or other applicable law.

(D) A stockholder may revoke a request for a special meeting at any time by written revocation delivered to, or mailed to and received by, the Corporate Secretary at the Corporation's principal executive offices. If, at any time after receipt by the Corporate Secretary of the Corporation of a proper request for a special meeting of stockholders pursuant to this Section 1.2, there are no longer valid requests from stockholders holding in the aggregate at least the Requisite Percentage, whether because of revoked requests or otherwise, the Board of Directors, in its discretion, may cancel the special meeting (or, if the special meeting has not yet been called, may not call such special meeting or direct the Corporate Secretary of the Corporation not to call such special meeting).

(E) Each stockholder constituting the Requisite Percentage must (1) be a stockholder of record of outstanding shares of common stock of the Corporation at the time the request by stockholders to call a special meeting in accordance with Section 1.2(A)(2) of these Bylaws is delivered to the Secretary of the Corporation pursuant to Section 1.2(B) of these Bylaws, (2) be entitled to vote at such special meeting, and (3) have been a stockholder of record of outstanding shares of common stock of the Corporation continuously for a period of at least one (1) year prior to the time the request by the stockholders to call a special meeting in accordance with Section 1.2(A)(2) of these Bylaws is delivered to the Secretary of the Corporation pursuant to Section 1.2(B) of these Bylaws.

(F) Except as otherwise provided by law, the Board of Directors shall have the power and duty (1) to determine whether a request by stockholders to call a special meeting in accordance with Section 1.2(A)(2) of these Bylaws was requested in accordance with the procedures of this Section 1.2 and (2) if any request by stockholders to call a special meeting in accordance with Section 1.2(A)(2) of these Bylaws was not requested in accordance with the procedures of this Section 1.2 to determine that such special meeting shall not be called (or, if such special meeting shall have been called, may cancel such special meeting).

Section 1.3. *Notice of Meetings.* Whenever stockholders are required or permitted to take any action at a meeting, a notice of the meeting shall be given that shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting) and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the Certificate of Incorporation or these bylaws, the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at the meeting as of the record date for determining the stockholders entitled to notice of the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's mailing address as it appears on the records of the Corporation.

Section 1.4. *Adjournments.* Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, if any (including an adjournment taken to address a technical failure to convene or continue a meeting using remote communication), and notice need not be given of any such adjourned meeting if the time and place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are (i) announced at the meeting at which the adjournment is taken, (ii) displayed, during the time scheduled for the meeting, on the same electronic network used to enable stockholders and proxy holders to participate in the meeting by means of remote communication or (iii) set forth in the notice of meeting given in accordance with Section 1.3 hereto. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for stockholders entitled to vote is fixed for the adjourned meeting, the Board of Directors shall fix a new record date for determining stockholders entitled to notice of such adjourned meeting in accordance with Section 1.8(A) of these bylaws, and shall give notice of the adjourned meeting to each stockholder of record entitled to vote at such adjourned meeting as of the record date so fixed for notice of such adjourned meeting.

Section 1.5. *Quorum.* Except as otherwise provided by law, the Certificate of Incorporation or these bylaws, at each meeting of stockholders the presence in person, by remote communication (if applicable), or by proxy of the holders of a majority in voting power of the outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. A quorum, once established at a meeting, shall not be broken by the withdrawal of enough votes to leave less than a quorum. In the absence of a quorum, then either (i) the person presiding over the meeting or (ii) a majority in voting power of the stockholders so present (in person, by remote communication (if applicable), or by proxy) and entitled to vote may adjourn the meeting from time to time in the manner provided in Section 1.4 of these bylaws until a quorum shall be present in person or represented by proxy. be present in person or represented by proxy. Shares of the Corporation's capital stock shall neither be entitled to vote nor be counted for quorum purposes if such shares belong to (i) the Corporation, (ii) another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly by the Corporation, or (iii) any other entity, if a majority of the voting power of such other entity is held, directly or indirectly, by the Corporation or if such other entity is controlled, directly or indirectly, by the Corporation. Nothing in the foregoing sentence shall be construed as limiting the right of

the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 1.6. *Organization.* Meetings of stockholders shall be presided over by the Chairman of the Board of Directors or, in his or her absence, by the Chief Executive Officer or, in his or her absence, by the President or, in his or her absence, by a Vice President or, in the absence of the foregoing persons, by a presiding person designated by the Board of Directors or, in the absence of such designation, by a chairman chosen at the meeting. The Corporate Secretary shall act as secretary of the meeting of stockholders, but in his or her absence the person presiding over the meeting may appoint any person to act as secretary of the meeting.

Section 1.7. *Voting; Proxies.* Except as otherwise provided by or pursuant to the provisions of the Certificate of Incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy authorized by an instrument in writing or by a transmission permitted by law, including Rule 14a-19 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), filed in accordance with the procedure established for the meeting, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Corporate Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. Any stockholder directly or indirectly soliciting proxies from other stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the Board of Directors. Voting at meetings of stockholders need not be by written ballot. At all meetings of stockholders for the election of directors at which a quorum is present a plurality of the votes cast shall be sufficient to elect. All other elections and questions presented to the stockholders at a meeting at which a quorum is present shall, unless otherwise provided by the Certificate of Incorporation, these bylaws, the rules or regulations of any stock exchange applicable to the Corporation, or applicable law or pursuant to any regulation applicable to the Corporation or its securities, be decided by the affirmative vote of the holders of a majority in voting power of the shares of stock of the Corporation which are present in person, by remote communication (if applicable), or by proxy and entitled to vote thereon.

Section 1.8. *Fixing Date for Determination of Stockholders of Record.*

(A) In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board of Directors so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of and to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.

(B) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which shall not be more than sixty (60) days prior to such other action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 1.9. *List of Stockholders Entitled to Vote.* The Corporation shall prepare, no later than the tenth day before each meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting (provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) days before the meeting date, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date), arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. The Corporation shall not be required to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of ten (10) days ending on the day before the meeting date (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of meeting or (ii) during ordinary business hours at the principal executive office of the Corporation. In the event that the

Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to stockholders of the Corporation. Except as otherwise provided by law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the list of stockholders required by this Section 1.9 or to vote in person, by remote communication (if applicable), or by proxy at any meeting of stockholders.

Section 1.10. *Action by Written or Electronic Consent of Stockholders.*

(A) Any action which is required to be or may be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice to stockholders and without a vote if consents, setting forth the action so taken, shall be signed by the holders of record on the record date established pursuant to Section 1.10(B) (the "Written Consent Record Date") of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or to take such action at a meeting at which all shares entitled to vote thereon were present and voted in accordance with Section 228 of the DGCL.

(B) Without qualification, any stockholder of record seeking to have the stockholders authorize or take any action by written consent shall first request in writing that the Board of Directors fix a Written Consent Record Date for the purpose of determining the stockholders entitled to take such action, which request shall be in proper form and delivered to, or mailed and received by, the Corporate Secretary of the Corporation at the principal executive offices of the Corporation. Within ten (10) days after receipt of a request in proper form and otherwise in compliance with this Section 1.10 from any such stockholder, the Board of Directors may adopt a resolution fixing a Written Consent Record Date for the purpose of determining the stockholders entitled to take such action, which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no resolution fixing a record date has been adopted by the Board of Directors within such ten (10) day period after the date on which such a request is received, (i) the Written Consent Record Date for determining stockholders entitled to consent to such action, when no prior action of the Board of Directors is required by applicable law, shall be the close of business on the first date on which a valid signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in the manner described in this Section 1.10, and (ii) the Written Consent Record Date for determining stockholders entitled to consent to such action, when prior action by the Board of Directors is required by applicable law, shall be at the close of business on the date on which the Board of Directors adopts the resolution taking such prior action.

Section 1.11. *Inspectors of Election.* The Corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors of election, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and to make a written report thereof. The Corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. In the event that no inspector so appointed or designated is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to execute faithfully the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector or inspectors so appointed or designated shall (i) ascertain the number of shares of capital stock of the Corporation outstanding and the voting power of each such share, (ii) determine the shares of capital stock of the Corporation represented at the meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares of capital stock of the Corporation represented at the meeting and such inspectors' count of all votes and ballots. Such certification and report shall specify such other information as may be required by law. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders of the Corporation, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for an office at an election may serve as an inspector at such election.

Section 1.12. *Conduct of Meetings.* The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the person presiding over any meeting of stockholders shall have the right and authority to convene and to adjourn the meeting (for any or no reason), to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such person presiding over the meeting, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the person presiding over the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders entitled to vote at the meeting, their duly authorized and constituted proxies or such other persons as the person presiding over the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The person presiding over any meeting of stockholders, or the Corporation's Board of Directors, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare, or in the instance of the Board of Directors, have declared on its behalf,

to the meeting that a matter or business was not properly brought before the meeting and if person presiding over the meeting or the Board of Directors should so determine, the person presiding over the meeting shall so declare, or in the instance of the Board of Directors, shall have declared on its behalf, to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the person presiding over the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 1.13. *Notice of Stockholder Business and Nominations.*

(A) *Annual Meetings of Stockholders*. (1) Nominations of persons for election to the Board of Directors and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the Corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Board of Directors or any committee thereof or (c) by any stockholder of the Corporation who was a stockholder of record of the Corporation both at the time the notice provided for in this Section 1.13 is delivered to the Corporate Secretary of the Corporation and at the time of the meeting, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 1.13.

(2) For any nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(l) of this Section 1.13, the stockholder must have given timely notice thereof in writing to the Corporate Secretary of the Corporation and any such proposed business (other than the nominations of persons for election to the Board of Directors) must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Corporate Secretary, at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90^{th}) day, nor earlier than the close of business on the one hundred twentieth (120^{th}) day prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that no annual meeting was held in the previous year or if the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120^{th}) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90^{th}) day prior to such annual meeting or the tenth (10^{th}) day following the day on which public announcement of the date of such meeting is first made by the Corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth: (a) as to each person whom the stockholder proposes to nominate for election as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Section 14(a) of the Exchange Act, and the rules and regulations promulgated thereunder, and (ii) such person's written consent to being named in a proxy statement as a nominee and to serving as a director if elected; (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner, , (iii) a description of (1) any plans or proposals which such stockholder, beneficial owner, if any, or any related person may have with respect to securities of the Corporation that would be required to be disclosed pursuant to Item 4 on Schedule 13D of the Exchange Act and (2) any agreement, arrangement or understanding with respect to the nomination or other business existing presently or existing during the past twenty-four (24) months between or among such stockholder, beneficial owner, if any, or related person and any other person, including, without limitation any agreements that would be required to be disclosed pursuant to Item 5 or Item 6 on Schedule 13D of the Exchange Act, which description shall include, in addition to all other information, information identifying all parties thereto (in the case of either clause (1) or (2), regardless of whether the requirement to file a Schedule 13D is applicable); (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and such beneficial owners, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to securities of the Corporation, together with any proportionate interest in shares of capital stock of the Corporation or any such arrangement held, directly or indirectly, by a general or limited partnership, limited liability company or similar entity in which such stockholder or beneficial owner is a general partner, manager or managing member or beneficially owns an interest in the general partner, manager or managing member, (v) any material pending or threatened legal proceeding in which such stockholder or beneficial owner is a party or material participant involving the Corporation or any of its officers or directors, (vi) any direct or indirect material interest in any material contract or agreement of such stockholder or beneficial owner with the Corporation (including any employment

agreement, collective bargaining agreement or consulting agreement), (vii) any other material relationship between such stockholder or beneficial owner and the Corporation, and, (viii) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and such stockholder (or a qualified representative of such stockholder) intends to appear in person, by remote communication (if applicable), or by proxy at the meeting to propose such business or nomination, (ix) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (1) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposed business or, in the case of a nomination, to solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors in support of director nominees other than the Corporation's nominees in accordance with Rule 14a-19 under the Exchange Act and/or (2) otherwise to solicit proxies or votes from stockholders in support of such proposed business or nomination, and (x) any other information relating to such stockholder and beneficial owner, if any, required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposed business and/or for the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder. The foregoing notice requirements of this Section 1.13 shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the Corporation of his, her or its intention to present such business at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposed business has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information as the Corporation may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this Section 1.13 to the contrary, in the event that the number of directors to be elected to the Board of Directors at the annual meeting is increased and there is no public announcement by the Corporation naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 1.13 shall also be considered timely, but only with respect to nominees for election to the additional directorships, if it shall be delivered to the Corporate Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Corporation.Unless otherwise required by law, (a) no stockholder shall solicit proxies in support of director nominees other than the Corporation's nominees unless such stockholder has complied with Rule 14a-19 under the Exchange Act, including the provision of notices required thereunder in a timely manner, and (b) if any stockholder provides notice pursuant to Rule 14a-19(b) under the Exchange Act and subsequently fails to comply with Rule 14a-19(a)(2) or Rule 14a-19(a)(3) or fails to provide, no later than seven (7) business days prior to the applicable meeting, reasonable evidence sufficient to satisfy the Corporation that it has met the requirements of Rule 14a-19(a)(3), then the nomination of such stockholder's proposed nominees shall be disregarded, notwithstanding that such nominees are included in the Corporation's proxy materials and that proxies or votes in respect of such nominees may have been received by the Corporation (which proxies and votes shall be disregarded).

(4) Each candidate for nomination by a stockholder must have previously delivered to the Corporate Secretary at the principal executive offices of the Corporation (a) a completed written questionnaire (in the form provided by the Corporation within ten (10) days upon written request of any stockholder of record therefor) with respect to the background, qualifications, stock ownership and independence of such proposed nominee and (b) a written representation and agreement (in the form provided by the Corporation within ten (10) days upon written request of any stockholder of record therefor) that such candidate (i) is not and will not become a party to any agreement, arrangement or understanding with, and has not given and will not give any commitment or assurance to, any person or entity as to how such candidate, if elected, will act or vote on any issue or question, (ii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation or reimbursement for service as a director that has not been disclosed to the Corporation, (iii) if elected, will comply with all applicable corporate governance, conflict of interest, confidentiality, stock ownership and trading and other policies and guidelines of the Corporation applicable to directors, and (iv) if elected, intends to serve the entire term until the next meeting at which such candidate would face re-election.

(5) A stockholder providing notice of any nomination or other business shall further update and supplement such notice, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for stockholders entitled to vote at the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to, or mailed and received by, the Corporate Secretary at the principal executive offices of the Corporation not later than five (5) business days after such record date (in the case of the update as of the record date) and not later than eight (8) business days prior to the date for the meeting or, if practicable, any adjournment or postponement thereof (in the case of the update as of ten (10) business days prior to the meeting). Such obligation shall not limit the Corporation's rights with respect to any deficiencies in any notice, extend any applicable deadline or permit a stockholder to change or add any nominee or business.

(B) *Special Meetings of Stockholders.* Only such business shall be conducted at a special meeting of stockholders as shall have

been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (or any supplement thereto) (1) by or at the direction of the Board of Directors or any committee thereof or (2) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record both at the time the notice provided for in this Section 1.13 is delivered to the Corporate Secretary of the Corporation and at the time of the meeting, who is entitled to vote at the meeting and upon such election, and who complies with the notice procedures set forth in this Section 1.13. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph (A)(2) of this Section 1.13 shall be delivered to the Corporate Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120_{th}) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90_{th}) day prior to such special meeting or the tenth (10^{th}) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(C) *General.* (1) Except as otherwise expressly provided in any applicable rule or regulation promulgated under the Exchange Act, only such persons who are nominated in accordance with the procedures set forth in this Section 1.13 shall be eligible to be elected at an annual or special meeting of stockholders of the Corporation to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 1.13. Except as otherwise provided by law, the Board of Directors or the person presiding over the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before a meeting of stockholders of the Corporation was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 1.13 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposed business is made solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies or votes in support of such stockholder's nominee or proposed business in compliance with such stockholder's representation as required by clause (A)(2)(c)(ix) of this Section 1.13) and (b) if any proposed nomination or business was not made or proposed in compliance with this Section 1.13, to declare or announce (at such meeting or otherwise) that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this Section 1.13, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation, either in person or by means of remote communication (if applicable), to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such nomination or business may have been received by the Corporation. For purposes of this Section 1.13, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager, or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at or before the meeting of stockholders.

(2) For purposes of this Section 1.13, "public announcement" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or other national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(3) Notwithstanding the foregoing provisions of this Section 1.13, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 1.13; provided however, that any references in these bylaws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 1.13 (including paragraphs (A)(l)(c) and (B) hereof), and compliance with paragraphs (A)(l)(c) and (B) of this Section 1.13 shall be the exclusive means for a stockholder to make nominations or submit other business (other than, as provided in the penultimate sentence of (A)(2) of this Section 1.13, business other than nominations brought properly under and in compliance with Rule 14a-8 of the Exchange Act, as may be amended from time to time). Nothing in this Section 1.13 shall be deemed to affect any (a) rights or obligations of stockholders to request inclusion of nominations or proposed business in the Corporation's proxy statement pursuant to applicable rules and regulations promulgated under the Exchange Act or (b) rights of the holders of any series of preferred stock to elect directors pursuant to any applicable provisions of the Certificate of Incorporation.

ARTICLE II
Board of Directors

Section 2.1. *Number; Qualifications.* Subject to the Certificate of Incorporation, the Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Whole Board. Directors need not be stockholders.

Section 2.2. *Election; Resignation; Vacancies.* The Board of Directors shall initially consist of the persons named as directors in the Certificate of Incorporation or elected by the incorporator of the Corporation, and each director so elected shall hold office until the first annual meeting of stockholders or until his or her successor is duly elected and qualified. At the first annual meeting of stockholders and at each annual meeting thereafter, the stockholders shall elect directors each of whom shall hold office for a term of one year and until his or her successor is duly elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. Any director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect when such notice is delivered unless the resignation specifies (a) a later effective date, or (b) an effective date determined upon the happening of an event or events, such as the failure to receive the required vote for reelection as a director and the acceptance of such resignation by the Board of Directors. Unless otherwise provided by law or the Certificate of Incorporation, any newly created directorship or any vacancy occurring on the Board of Directors for any cause may be filled only by vote of a majority of the directors then in the office, even if less than a quorum, or by a sole remaining director, and each director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced and until his or her successor is elected and qualified, subject to such director's earlier death, resignation, or removal.

Section 2.3. *Regular Meetings.* Regular meetings of the Board of Directors may be held at such places, if any, within or without the State of Delaware and at such times as the Board of Directors may from time to time determine.

Section 2.4. *Special Meetings.* Special meetings of the Board of Directors may be held at any time or place, if any, within or without the State of Delaware whenever called by the Chief Executive Officer, the Corporate Secretary, the Chairman of the Board of Directors, or by any two members of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four hours before the special meeting.

Section 2.5. *Telephonic Meetings Permitted.* Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 2.5 shall constitute presence in person at such meeting.

Section 2.6. *Quorum; Vote Required for Action.* At all meetings of the Board of Directors the directors entitled to cast a majority of the votes of the Whole Board shall constitute a quorum for the transaction of business. Except in cases in which the Certificate of Incorporation, these bylaws or applicable law otherwise provides, a majority of the votes entitled to be cast by the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.7. *Organization.* Meetings of the Board of Directors shall be presided over by the Chairman of the Board or, in his or her absence, by a chairman chosen at the meeting. The Corporate Secretary shall act as secretary of the meeting, but in his or her absence, the person presiding over the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. *Action by Unanimous Consent of Directors.* Unless otherwise restricted by the Certificate of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the consent or consents relating thereto are filed with the minutes of proceedings of the Board of Directors or such committee in accordance with applicable law.

Section 2.9. *Chairman of the Board and Vice-Chairman of the Board.* The Board of Directors may elect one or more of its members to serve as Chairman or Vice-Chairman of the Board of Directors and may fill any vacancy in such position at such time and in such manner as the Board of Directors shall determine. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors at which he or she is present and shall perform such duties and possess such powers as are designated by the Board of Directors. If the Board of Directors appoints a Vice-Chairman of the Board, he or she shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties and possess such other powers as may from time to time be designated by the Board of Directors. The fact that a person serves as either Chairman or Vice-Chairman of the Board of Directors shall not make such person considered an officer of the Corporation.

Section 2.10. *Compensation of Directors.* If the Corporation is admitted to the official list of ASX Limited ("ASX"), this Section 2.10 shall apply. Directors may receive, pursuant to a resolution of the Board of Directors, fees and other compensation for their services as directors, including without limitation their services as members of committees of the Board of Directors. The maximum aggregate annual cash fee pool from which non-executive directors may be paid for their service as a member of the Board of Directors, exclusive of expense reimbursement, genuine "special exertion" fees paid in accordance with these bylaws and equity grants, shall not exceed A$450,000 (or such larger sum as may be approved by the stockholders at an annual or special meeting of the stockholders).

ARTICLE III
Committees

Section 3.1. *Committees.* The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority to (i) approve or adopt, or recommend to the stockholders, any action or matter expressly required by the DGCL to be submitted to stockholders for approval, or (ii) adopt, amend or repeal any bylaw of the Corporation.

Section 3.2. *Committee Rules.* Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter, and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these bylaws. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required. Unless otherwise provided in the Certificate of Incorporation, these bylaws or the resolutions of the Board of Directors designating the committee, a committee may create one or more subcommittees, each subcommittee to consist of one or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

ARTICLE IV
Officers

Section 4.1 *Officers.* The officers of the Corporation shall consist of a Chief Executive Officer, a Chief Financial Officer, a President, a Corporate Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time determine, which may include, without limitation, one or more Vice Presidents, Assistant Corporate Secretaries, or Assistant Treasurers. Any number of offices may be held by the same person. Each of the Corporation's officers shall be elected by the Board of Directors, each to have such authority, functions, or duties as set forth in these bylaws or as determined by the Board of Directors. Each officer shall hold office for such term as may be prescribed by the Board of Directors and until such person's successor shall have been duly chosen and qualified, or until such person's earlier death, disqualification, resignation, or removal.

Section 4.2 *Removal, Resignation and Vacancies.* Any officer of the Corporation may be removed, with or without cause, by the Board of Directors, without prejudice to the rights, if any, of such officer under any contract to which such officer is a party. Any officer may resign at any time upon notice given in writing to the Corporation or otherwise in accordance with the General Corporation Law of the State of Delaware. If any vacancy occurs in any office of the Corporation, the Board of Directors may elect a successor to fill such vacancy for the remainder of the unexpired term and until a successor shall have been duly chosen and qualified or until such officer’s earlier death, resignation, or removal.

Section 4.3 *Chief Executive Officer.* The Chief Executive Officer shall have general supervision and direction of the business and affairs of the Corporation, shall be responsible for corporate policy and strategy, and shall report directly to the Chairman of the Board. Unless otherwise provided in these bylaws, all other officers of the Corporation shall report directly to the Chief Executive Officer or as otherwise determined by the Chief Executive Officer. The Chief Executive Officer shall, if present and in the absence of the Chairman of the Board of Directors, preside at meetings of the stockholders and of the Board of Directors.

Section 4.4 *President.* The President shall be the chief operating officer of the Corporation, with general responsibility for the management and control of the operations of the Corporation. The President shall have the power to affix the signature of the Corporation to all contracts that have been authorized by the Board of Directors or the Chief Executive Officer. The President shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer

may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine. In the absence of a separately appointed President, the Chief Executive Officer shall be the President.

Section 4.5 *Chief Financial Officer.* The Chief Financial Officer shall exercise all the powers and perform the duties of the office of the chief financial officer and in general have overall supervision of the financial operations of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital retained earnings, and shares. The Chief Financial Officer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine. In the absence of a separately appointed Treasurer, the Chief Financial Officer shall be the Treasurer.

Section 4.6 *Vice Presidents.* The Vice President shall have such powers and duties as shall be prescribed by his or her superior officer or the Chief Executive Officer. A Vice President shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine.

Section 4.7 *Treasurer.* The Treasurer shall supervise and be responsible for all the funds and securities of the Corporation, the deposit of all moneys and other valuables to the credit of the Corporation in depositories of the Corporation, borrowings and compliance with the provisions of all indentures, agreements and instruments governing such borrowings to which the Corporation is a party, the disbursement of funds of the Corporation and the investment of its funds, and in general shall perform all of the duties incident to the office of the Treasurer. The Treasurer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine.

Section 4.8 *Corporate Secretary.* The powers and duties of the Corporate Secretary are to: (i) act as secretary at all meetings of the Board of Directors, of the committees of the Board of Directors and of the stockholders and to record the proceedings of such meetings in a book or books to be kept for that purpose; (ii) see that all notices required to be given by the Corporation are duly given and served; (iii) act as custodian of the seal of the Corporation and affix the seal or cause it to be affixed to any documents requiring such seal, the execution, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; (iv) have charge of the books, records and papers of the Corporation and see that the reports, statements and other documents required by law to be kept and filed are properly kept and filed; and (v) perform all of the duties incident to the office of Corporate Secretary. The Corporate Secretary shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as such officer may agree with the Chief Executive Officer or as the Board of Directors may from time to time determine.

Section 4.9 *Additional Matters.* The Chief Executive Officer and the Chief Financial Officer shall have the authority to designate employees of the Corporation to have the title of Assistant Vice President, Assistant Treasurer, or Assistant Corporate Secretary. Any employee so designated shall have the powers and duties determined by the officer making such designation. The persons upon whom such titles are conferred shall not be deemed officers of the Corporation unless elected by the Board of Directors.

Section 4.10 *Execution of Contracts and Instruments.* All contracts, deeds, mortgages, bonds, certificates, checks, drafts, bills of exchange, notes and other instruments or documents to be executed by or in the name of the Corporation shall be signed on the Corporation's behalf by such officer or officers, or other person or persons, as may be so authorized (i) by the Board of Directors, or (ii) subject to such limitations, if any, as the Board of Directors may impose, by the Chief Executive Officer. Such authority may be general or confined to specific instances and, if the Board of Directors or Chief Executive Officer (whichever grants authority) so authorizes or otherwise directs, may be delegated by the authorized officers to other persons. Unless otherwise provided in such resolution, any resolution of the Board of Directors or a committee thereof authorizing the Corporation to enter into any such instruments or documents or authorizing their execution by or on behalf of the Corporation shall be deemed to authorize the execution thereof on its behalf by the Chief Executive Officer, the President, Chief Financial Officer, or any Vice President (an "Authorized Officer"). Furthermore, each Authorized Officer shall be authorized to enter into any contract or execute any instrument in the name of and on behalf of the Corporation in matters arising in the ordinary course of the Corporation's business and to the extent incident to the normal performance of such Authorized Officer's duties.

ARTICLE V
Stock

Section 5.1. *Certificates.* The shares of the Corporation shall be represented by certificates, provided that the Board of Directors

may provide by resolution or resolutions that some or all of any or all classes or series of the Corporation's stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Every holder of stock represented by certificates shall be entitled to have a certificate signed by, or in the name of, the Corporation by any two authorized officers of the Corporation representing the number of shares registered in certificate form.

Section 5.2. *Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates.* The Corporation may issue (i) a new certificate of stock or (ii) uncertificated shares in the place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate or uncertificated shares.

ARTICLE VI
Indemnification and Advancement of Expenses

Section 6.1. *Right to Indemnification.* The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, its participants and beneficiaries, against all liability and loss suffered and expenses (including reasonable attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 6.3, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors.

Section 6.2. *Prepayment of Expenses.* The Corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including reasonable attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, *provided, however,* that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VI or otherwise.

Section 6.3. *Claims.* If a claim for indemnification (following the final disposition of a proceeding) or advancement of expenses under this Article VI is not paid in full within thirty (30) days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense (including reasonable attorneys' fees) of prosecuting such claim to the fullest extent permitted by law. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 6.4. *Nonexclusivity of Rights.* The rights conferred on any Covered Person by this Article VI shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 6.5. *Other Sources.* The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise, or non-profit entity.

Section 6.6. *Amendment or Repeal.* Any right to indemnification or to advancement of expenses of any Covered Person arising hereunder shall not be eliminated or impaired by an amendment to, or repeal or elimination of, these bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought.

Section 6.7. *Other Indemnification and Advancement of Expenses.* This Article VI shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

Section 6.8. *Insurance. T*he Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such.

Section 6.9. *Continuation of Indemnification*. The rights to indemnification and to advancement of expenses provided by this Article VI shall continue notwithstanding that the person has ceased to be a director or officer of the Corporation and shall inure to the benefit of the estate, heirs, executors, administrators, legatees and distributees of such person.

ARTICLE VII
Miscellaneous

Section 7.1. *Fiscal Year.* The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 7.2. *Seal.* The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.3. *Method of Notice.* Whenever notice is required by law, the Certificate of Incorporation or these bylaws to be given by the Corporation to any director or stockholder, personal notice shall not be required and any such notice may be given in writing (a) by U.S. mail, postage prepaid, addressed to such director, committee member, or stockholder at his, her, or its mailing address as it appears on the records of the Corporation, or (b) by any other method permitted by the General Corporation Law of the State of Delaware (including, but not limited to, courier service, facsimile, electronic mail, or other means of electronic transmission) directed to the addressee at his, her, or its mailing address, as it appears on the records of the Corporation, facsimile number at which he she, or it has consented to receive notice, or electronic mail address as it appears on the records of the Corporation. Any notice given by the Corporation shall be deemed to have been given when: (1) if mailed, when the notice is deposited in the U.S. mail, postage prepaid; (2) if delivered by courier service, the earlier of when the notice is received or left at a director's or stockholder's address; or (3) if sent by electronic mail, when directed to a director's or stockholder's electronic mail address unless, in the case of a stockholder, the stockholder has notified the Corporation in writing or by electronic transmission of an objection to receiving notice by electronic mail or such notice is prohibited by the General Corporation Law. A notice given to a stockholder by electronic mail must include a prominent legend that the communication is an important notice regarding the Corporation.

Section 7.4. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.5. *Form of Records.* Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases), provided that the records so kept can be converted into clearly legible paper form within a reasonable time and, with respect to the stock ledger, that the records so kept (i) can be used to prepare the list of stockholders specified in Sections 219 and 220 of the DGCL, (ii) record the information specified in Sections 156, 159, 217(a) and 218 of the DGCL, and (iii) record transfers of stock as governed by Article 8 of the Uniform Commercial Code as adopted in the State of Delaware.

Section 7.6. *Amendment of Bylaws.* Subject to any additional affirmative vote required by or pursuant to the Certificate of Incorporation, these Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by the stockholders or by the Board of Directors.

Section 7.7. *Registered Stockholders.* The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as such owner and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of another person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Section 7.8. *ASX Listing.* If the Corporation is admitted to the official list of ASX, the following clauses apply:

(A) Notwithstanding anything contained in these bylaws, if the Listing Rules of ASX and any other rules of ASX which are applicable while the Corporation is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express waiver by ASX ("Listing Rules"), prohibit an act being done, the act shall not be done.

(B) Nothing contained in these bylaws prevents an act being done that the Listing Rules require to be done.

(C) If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).

(D) If the Listing Rules require these bylaws to contain a provision and they do not contain such a provision, these bylaws are deemed to contain that provision.

(E) If the Listing Rules require these bylaws not to contain a provision and they contain such a provision, these bylaws are deemed not to contain that provision.

(F) If any provision of these bylaws is or becomes inconsistent with the Listing Rules, these bylaws are deemed not to contain that provision to the extent of the inconsistency.

Section 7.9. *Small holdings sale facility.*

(A) In this Section 7.9:

"CDI" means a CHESS Depositary Interest, being a unit of beneficial ownership in 1/5 of a share of common stock of the Corporation or such other ratio as may be adopted by the Corporation from time to time.

"CDI holder" means a holder of the Corporation's CDIs.

"Marketable Parcel" means a number of CDIs equal to a marketable parcel as defined in the ASX Listing Rules and the ASX Settlement Operating Rules, calculated on the day before the Corporation gives notice under Section 7.9(B).

"takeover" means a takeover bid (as that term is defined in section 9 of the *Corporations Act 2001* (Cth)) or a similar bid under the laws of a foreign jurisdiction outside of Australia.

(B) For so long as the Corporation is admitted to the official list of the ASX, the Corporation may sell the CDI holding of a CDI holder who holds less than a Marketable Parcel of CDIs, provided that the Corporation complies with each of the following: (i) the Corporation may do so only once in any 12- month period; (ii) the Corporation must notify the CDI holder in writing of its intention to sell such CDIs in accordance with this Section 7.9; (iii) the CDI holder must be given at least 6 weeks from the date the notice is sent in which to tell the Corporation that the CDI holder wishes to retain its CDI holding; (iv) if the CDI holder tells the Corporation in accordance with Section 7.9(B)(iii) that the CDI holder wishes to retain its CDI holding, the Corporation will not sell the holding; (v) the power to sell lapses following the announcement of a takeover but the procedure may be started again after the close of the offers made under the takeover; (vi) the Corporation or the purchaser must pay the costs of the sale; and (vii) the proceeds of the sale will not be distributed until the Corporation has received any certificate relating to the CDIs (or is satisfied that the certificate has been lost or destroyed).

(C) The Corporation may, before a sale is effected under this Section 7.9, revoke a notice given or suspend or terminate the operation of this Section 7.9 either generally or in specific cases.

If a CDI holder is registered in respect of more than one parcel of securities (whether CDIs or shares of common stock), the Corporation may treat the CDI holder as a separate CDI holder in respect of each of those parcels so that this Section 7.9 will operate as if each parcel was held by different CDI holders.Section 7.10. *Delivery to the Corporation*. Whenever Article I of these bylaws require one or more persons (including a record or beneficial owner of stock) to deliver a document or information to the Corporation or any officer, employee or agent thereof (including any notice, request, questionnaire, revocation, representation or other document or agreement), such document or information shall be in writing exclusively (and not in an electronic transmission) and shall be delivered exclusively by hand (including, without limitation, overnight courier service) or by certified or registered mail, return receipt requested, and the Corporation shall not be required to accept delivery of any document not in such written form or so delivered. For the avoidance of doubt, the Corporation expressly opts out of Section 116 of the DGCL with respect to the delivery of information and documents to the Corporation required by Article I of these bylaws.

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Cary Vance, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AVITA Medical, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

/s/ Cary Vance
Name: Cary G. Vance
Title: Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David O'Toole, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AVITA Medical, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

/s/ David O'Toole
Name: David O'Toole
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), each of the undersigned officers of AVITA Medical, Inc. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the period ended September 30, 2026 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 5, 2026

/s/ Cary Vance

Name: Cary G. Vance
Title: Chief Executive Officer
(Principal Executive Officer)

Dated: November 5, 2026

/s/ David O'Toole

Name: David O'Toole
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

These certifications are furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certifications will not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates them by reference.