

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**ARTIVION**

**ARTIVION, INC.**

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(Name of Registrant as Specified in Its Charter)

**N/A**

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

# ARTIVION

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**Notice of Annual Meeting  
and  
Proxy Statement**

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**2025 Annual Meeting of Stockholders  
May 13, 2025**

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# ARTIVION

1655 ROBERTS BOULEVARD, NW  
KENNESAW, GEORGIA 30144

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## NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

April 1, 2025

To Our Stockholders:

On behalf of the Board of Directors, we invite you to attend the Annual Meeting of Stockholders of Artivion, Inc. on May 13, 2025 at 9:00 a.m., ET. Given our successful use of the virtual-only format at our prior annual meetings, we have again adopted a virtual-only format for our Annual Meeting this year. The Annual Meeting will be accessible at the following website address: <https://web.lumiconnect.com/295739807>. After this year's Annual Meeting, we intend to again evaluate the best method for holding our annual stockholder meetings going forward.

Please review this Notice of Annual Meeting and Proxy Statement, which describes the formal business to be transacted and procedures for voting on matters to be considered during the Annual Meeting.

**YOUR VOTE IS IMPORTANT.** Regardless of whether you plan to attend the virtual Annual Meeting, we request that you please follow the instructions provided on the Notice or Proxy Card that you received by mail, and further described herein, and take a few minutes to review the Proxy Statement and vote your shares via internet, telephone, or mail. You may, of course, choose to attend the Annual Meeting virtually and vote your shares online during the meeting. If you wish to participate in the meeting, you will need your control number to join.

However you choose to participate, we encourage you to review this Proxy Statement and vote your shares.

Sincerely,



J. PATRICK MACKIN  
Chairman, President, and Chief Executive Officer

# ARTIVION

1655 ROBERTS BOULEVARD, NW  
KENNESAW, GEORGIA 30144

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## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

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### TO THE STOCKHOLDERS OF ARTIVION, INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of ARTIVION, INC. (the "Annual Meeting") will be held on May 13, 2025 at 9:00 a.m., ET. As in prior years, the Annual Meeting will be held as a virtual-only meeting. The Annual Meeting will be accessible at the following website address: <https://web.lumiconnect.com/295739807>, for the following purposes:

1. To elect as directors the nine nominees named in the attached Proxy Statement to serve until the next Annual Meeting of Stockholders or until their successors are duly qualified or until their earlier death, resignation, or removal.
2. To approve, by non-binding vote, the compensation paid to Artivion's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion.
3. To ratify the preliminary approval of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2025.
4. To approve additional funding of 3,570,000 shares for the Amended and Restated Artivion, Inc. 2020 Equity and Cash Incentive Plan.
5. To transact such other business as may be properly brought before the Annual Meeting or any adjournments thereof.

Only record holders of Artivion's common stock at the close of business on March 17, 2025 will be eligible to vote during the Annual Meeting. Artivion would like for you to attend the Annual Meeting. However, if there is any chance that you may not be able to attend the Annual Meeting, please follow the instructions on the Notice or Proxy Card you received by mail to vote via internet, telephone, or mail.

**Important notice regarding the availability of proxy materials for the Annual Meeting of Stockholders to be held on May 13, 2025.** Pursuant to the rules promulgated by the Securities and Exchange Commission, we have elected to provide access to our proxy materials by notifying you of the availability of our proxy materials, including the Annual Meeting notice, Proxy Statement, and our 2024 Annual Report to Stockholders, both via internet at <http://www.astproxyportal.com/ast/01609> and by providing the means whereby you can request a paper copy of proxy materials to be sent via U.S. mail.

By Order of the Board of Directors:



JEAN F. HOLLOWAY  
General Counsel and Corporate Secretary

Date: April 1, 2025

An electronic copy of Artivion's 2024 Annual Report to Stockholders, which includes Artivion's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, including financial statements, is available via the proxy information website provided on your proxy Notice or Proxy Card.

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# ARTIVION

1655 ROBERTS BOULEVARD, NW  
KENNESAW, GEORGIA 30144

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## PROXY STATEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS

This Proxy Statement is furnished to our stockholders as of the close of business on March 17, 2025, the record date, for the solicitation of proxies by the Board of Directors of Artivion, Inc. (“Artivion,” the “Company,” “we,” “our,” or “us”) for the Annual Meeting of Stockholders of Artivion (the “Annual Meeting”) to be held on May 13, 2025 at 9:00 a.m., ET. The Annual Meeting will only be held virtually at the following web address: <https://web.lumiconnect.com/295739807>. The voting of shares will not affect a stockholder’s right to attend the Annual Meeting. A signed paper proxy may be changed by sending in a timely, but later dated, signed paper proxy. Any stockholder sending in or completing a proxy may also revoke it at any time before it is exercised by giving timely notice to Jean F. Holloway, General Counsel and Corporate Secretary, Artivion, Inc., 1655 Roberts Boulevard, NW, Kennesaw, Georgia 30144, (770) 419-3355. Artivion is providing notice of the Annual Meeting and access to the Proxy Statement and Annual Report via the “Notice and Access” method.

### QUESTIONS AND ANSWERS REGARDING THIS SOLICITATION AND VOTING DURING THE ANNUAL MEETING

***Why am I receiving this Proxy Statement?***

You are receiving this Proxy Statement because you were a stockholder of record at the close of business on the record date of March 17, 2025. As a stockholder of record, you are invited to attend our Annual Meeting and are entitled to vote on the items of business described in this Proxy Statement. This Proxy Statement contains important information about the Annual Meeting and the items of business to be transacted at the Annual Meeting. You are strongly encouraged to read this Proxy Statement, which includes information that you may find useful in determining how to vote.

At the close of business on the record date, we had a total of 42,689,303 shares of common stock outstanding, excluding a total of 1,486,803 shares of treasury stock held by Artivion, which are not entitled to vote. Each outstanding share of common stock will be entitled to one vote, non-cumulative, at the Annual Meeting.

***What does it mean if I receive more than one Notice of Internet Availability of Proxy Materials or more than one set of proxy materials?***

It means that your shares are held in more than one account at the transfer agent and/or with banks or brokers. Please vote all of your shares. To ensure that all of your shares are voted, for each Notice or set of proxy materials, please submit your proxy by phone, via the internet, or, if you received printed copies of the proxy materials, by signing, dating, and returning the enclosed Proxy Card in the enclosed envelope.

***Who is entitled to attend and vote during the Annual Meeting?***

Only holders of record of shares of our common stock at the close of business on March 17, 2025 are entitled to notice of, to attend, and to vote during the Annual Meeting and to notice of any adjournments or postponements of such Annual Meeting.

**How many shares must be present or represented to conduct business during the Annual Meeting (that is, what constitutes a quorum)?**

Presence during the Annual Meeting, by attendance at the virtual meeting, or by representation at the virtual meeting by proxy, of at least a majority of the shares outstanding and entitled to vote during the Annual Meeting will constitute a quorum for the transaction of business. Shares represented during the Annual Meeting or by proxy are counted for quorum purposes, even if they are not voted on for one or more matters. Abstentions from voting and broker non-votes, as defined below, will be counted for the purpose of determining the presence or absence of a quorum for the transaction of business. The Corporate Secretary or Assistant Secretary of Artivion, in consultation with the inspector of election, who will be an agent of Equiniti Trust Company, LLC, shall determine the eligibility of persons present during the Annual Meeting to vote and whether the name signed on each Proxy Card corresponds to the name of a stockholder of Artivion. The Corporate Secretary or Assistant Secretary, based on such consultation, shall also determine whether or not a quorum exists during the Annual Meeting.

**What items of business will be voted on during the Annual Meeting?**

The following items of business will be voted on during the Annual Meeting:

1. To elect as directors the nine nominees named in the enclosed Proxy Statement to serve until the next Annual Meeting of Stockholders or until their successors are duly qualified or until their earlier death, resignation, or removal.
2. To approve, by non-binding vote, the compensation paid to Artivion's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion.
3. To ratify the preliminary approval of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2025.
4. To approve additional funding of 3,570,000 shares for the Amended and Restated Artivion, Inc. 2020 Equity and Cash Incentive Plan.
5. To transact such other business as may be properly brought before the Annual Meeting or any adjournments thereof.

**What happens if additional matters are presented during the Annual Meeting?**

Other than the matters set forth in items 1-4 above, management is not aware of any matters that may come before the Annual Meeting. If any other matter or matters are properly brought before the Annual Meeting, the person(s) named as proxyholder(s) on your Notice or Proxy Card will have discretionary authority to vote the shares represented by the effective proxies as they deem advisable.

**How does the Board of Directors recommend that I vote?**

Our Board of Directors recommends that you vote your shares:

- **FOR** the election of each of the director nominees identified in this Proxy Statement;
- **FOR** the approval, on an advisory basis, of the compensation of our Named Executive Officers;
- **FOR** the ratification of the preliminary approval of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2025; and
- **FOR** the approval of additional funding of 3,570,000 shares for the Amended and Restated Artivion, Inc. 2020 Equity and Cash Incentive Plan.

**What shares can I vote during the Annual Meeting?**

You may vote shares that you owned as of March 17, 2025, the record date, including shares held directly in your name as the *stockholder of record* and all shares held for you as the *beneficial owner* through a broker, trustee, or other nominee such as a bank.

**What is the difference between holding shares as a stockholder of record and as a beneficial owner?**

Some of our stockholders hold all or a portion of their shares through a broker or other nominee rather than directly in their own name. As summarized below, there are some distinctions between common stock held of record and those owned beneficially.

*Stockholders of Record.* If your shares are registered directly in your name with our transfer agent, you are considered the *stockholder of record* with respect to those shares. As the *stockholder of record*, you have the right to vote your shares during the Annual Meeting or direct the proxyholder how to vote your shares on your behalf at the Annual Meeting.

*Beneficial Owner.* If your shares are held in a brokerage account or by another nominee, you are considered the *beneficial owner* of shares held in *street name*. As the beneficial owner, you have the right to direct your broker, trustee, or nominee to vote your shares as you instruct. The broker, trustee, or other nominee may either vote during the Annual Meeting or grant a proxy and direct the proxyholder to vote your shares during the Annual Meeting as you have instructed. If you hold shares through a broker, trustee, or nominee, you may also vote your shares during the Annual Meeting, but only after you obtain a "legal proxy" from the broker, trustee, or nominee that holds your shares in advance of the Annual Meeting, giving you the right to vote your shares during the Annual Meeting.

**Will my shares held in street name be voted if I do not provide instructions?**

Current NYSE rules allow brokers to vote shares on certain "routine" matters for which their customers do not provide voting instructions. If you own shares in street name through a broker, trustee, or other nominee, the ratification of the preliminary appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025 (Proposal 3) is considered a "routine" matter on which your broker may use its discretion to vote your shares without your instructions. The election of directors (Proposal 1), the advisory vote on the compensation of our Named Executive Officers (Proposal 2), and the proposal to approve additional funding of 3,570,000 shares for the Amended and Restated Artivion, Inc. 2020 Equity and Cash Incentive Plan (Proposal 4) are not "routine" proposals; therefore, your broker will be unable to vote your shares on these proposals if you do not instruct your broker how to vote, which is referred to as a "broker non-vote."

**How can I vote my shares without attending the Annual Meeting?**

Whether you hold shares directly as the stockholder of record or as a beneficial owner, you may vote in advance of the Annual Meeting by:

*Voting by Mail.* You may vote by filling out and returning your Proxy Card (if you are a stockholder of record) or by filling out and returning to your broker, trustee, or other nominee your voting instruction card (if you are a beneficial owner).

*Voting by Internet.* If you are a stockholder of record, you may vote in advance of the Annual Meeting by following the instructions provided on your Proxy Card. Most brokers, trustees, and similar nominees also provide beneficial owners with the option to vote by Internet, although practices may vary. If you are a beneficial owner, you must follow the instructions provided to you by your broker, trustee, or other nominee on your voting instruction card.

*Voting by Telephone.* If you are a stockholder of record, you may vote in advance of the Annual Meeting by telephone by following the instructions provided on your Proxy Card. Most brokers, trustees, and similar nominees also provide beneficial owners with the option to vote by telephone, although practices may vary. If you are a beneficial owner, you must follow the instructions provided to you by your broker, trustee, or other nominee on your voting instruction card.

Whether you hold shares directly as the stockholder of record or as a beneficial owner, you may direct how your shares are voted without attending the Annual Meeting. If you provide specific instructions with regard to items of business to be voted on during the Annual Meeting, your shares will be voted as you instruct on those items. Proxies properly submitted to us that are signed but do not contain voting instructions and are not revoked prior to the Annual Meeting will be voted **FOR** the election of each of the director nominees identified in this Proxy Statement, **FOR** the approval, on an advisory basis, of the compensation of our Named Executive Officers, **FOR** the ratification of the preliminary approval of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2025, and **FOR** the approval of the additional funding of 3,570,000 shares for the Amended and Restated Artivion, Inc. 2020 Equity and Cash Incentive Plan.

**How can I vote my shares during the virtual Annual Meeting?**

Shares held in your name as the stockholder of record may be voted during the Annual Meeting. You will need your control number and the meeting password, artivion2025, to vote your shares at the Annual Meeting.

You may vote shares held beneficially in street name during the Annual Meeting only if you obtain a “legal proxy” from the broker, trustee, or nominee holding your shares that gives you the right to vote the shares during the Annual Meeting. After obtaining a valid legal proxy reflecting the number of shares of the Company that you held as of the record date of March 17, 2025, you may then register to attend the Annual Meeting by submitting proof of your legal proxy reflecting the number of your shares, along with your name and email address, to Equiniti Trust Company, LLC. Requests for registration should be directed to proxy@equiniti.com or to facsimile number (718) 765-8730. Written requests can be mailed to: Equiniti Trust Company, LLC, 55 Challenger Road, Floor 2, Ridgfield Park, New Jersey 07660. Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m., ET, on May 8, 2025. Upon completion of registration, meeting access information will be issued to beneficial stockholders by Equiniti Trust Company, LLC.

Online access to the meeting will begin at 8:00 a.m., ET, and stockholders are encouraged to log in to the meeting early. The Annual Meeting will begin promptly at 9:00 a.m., ET. **Even if you plan to attend the Annual Meeting, we recommend that you also vote via Internet or telephone in advance to ensure that your vote will be counted if you later decide not to attend the Annual Meeting.**

**Can I change my vote or revoke my proxy?**

If you are the stockholder of record, and you have submitted a vote via the Internet, telephone, or by mail, you may revoke your vote by submitting a timely later-dated vote via the same process you used to cast your original vote. Note, Internet voting through [www.voteproxy.com](http://www.voteproxy.com) and telephone voting are available only until 11:59 p.m., ET, the day before the Annual Meeting. You may also revoke your vote by providing written notice of revocation to our General Counsel and Corporate Secretary, Jean F. Holloway, or by attending the virtual Annual Meeting and voting in person. Attendance during the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically request such revocation. If you are a beneficial owner, you may revoke your vote by submitting a later-dated vote via the Internet or by telephone (if those options are available to you), or you may revoke your vote by submitting a new voting instruction card to your broker, trustee, or nominee, or, if you have obtained a "legal proxy" from your broker, trustee, or nominee giving you the right to vote your shares, by attending the Annual Meeting and voting.

**What do I need to attend the virtual Annual Meeting?**

Attendance during the Annual Meeting will be limited to our stockholders as of March 17, 2025, the record date, their authorized proxy holders, and guests of Artivion.

*Attending the virtual Annual Meeting as a stockholder of record.*

You will need your control number and the meeting password, `artivion2025`, to attend the Annual Meeting.

*Registering to attend the virtual Annual Meeting as a beneficial owner.*

After obtaining a valid legal proxy from your broker, bank, or other agent, you may then register to attend the Annual Meeting by submitting proof of your legal proxy as described above in, "**How can I vote my shares during the virtual Annual Meeting?**"

**Is my vote confidential?**

Electronic votes, proxy cards, voting instructions, ballots, and voting tabulations that identify individual stockholders are not secret; however, all such materials will be handled in a manner intended to reasonably protect your voting privacy. Your vote will not be disclosed, except as required by law and except as required to our transfer agent to allow for the tabulation of votes and certification of the vote and to facilitate a successful proxy solicitation.

**How are votes counted and what vote is required to approve each item?**

Each outstanding share of common stock entitles the holder thereof to one vote on each matter considered during the Annual Meeting. Stockholders are not entitled to cumulate their votes in the election of directors or with respect to any other matter submitted to a vote of the stockholders pursuant to this Proxy Statement.

Nominees for election as directors will be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election. Since there are nine directorships to be filled, this means that the nine individuals receiving the most "For" votes will be elected. Shares voted "Withhold," abstentions, and broker non-votes will therefore not be relevant to the outcome. A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting authority and has not received voting instructions from the beneficial owner.

The advisory votes cast "For" the approval of the compensation paid to Artivion's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion, must constitute a majority of shares present, either in person or by proxy, and entitled to vote on this proposal in order for it to be approved. Accordingly, abstentions will have the same effect as an "Against" vote. Broker non-votes will have no effect on the outcome of this proposal.

The votes cast "For" ratification of the preliminary approval of the appointment of Ernst & Young LLP as Artivion's independent registered accounting firm must constitute a majority of shares present, either in person or by proxy, and entitled to vote on this proposal. Abstentions will have the same effect as an "Against" vote. Because brokers and other nominees have discretionary authority to vote on the ratification, we do not expect any broker non-votes in connection with this item.

The votes cast "For" the approval of the additional funding of 3,570,000 shares for the Amended and Restated Artivion, Inc. 2020 Equity and Cash Incentive Plan must constitute a majority of shares present, either in person or by proxy, and entitled to vote on this proposal. Abstentions will have the same effect as an "Against" vote. Broker non-votes will have no effect on the outcome of this proposal.

There are no rights of appraisal or similar dissenters' rights with respect to any matter to be acted upon pursuant to this Proxy Statement.

***What happens if the Annual Meeting is adjourned?***

Assuming the presence of a quorum, if our Annual Meeting is adjourned to another time and place, no additional notice of the adjourned meeting will be given if the time and place of the adjourned meeting is announced during the Annual Meeting, unless the adjournment is for more than 30 days, in which case a new record date must be fixed and notice of the adjourned meeting distributed. At the adjourned meeting, we may transact any items of business that might have been transacted during the Annual Meeting.

***Who should I contact if I experience technical difficulties accessing the virtual Annual Meeting?***

Equiniti Trust Company, LLC will provide technical support for all stockholders attending the Annual Meeting. Stockholders experiencing technical difficulties accessing the meeting may visit <https://go.lumiglobal.com/faq> for assistance. We encourage you to access the Annual Meeting starting one hour prior to the start time, leaving ample time for the check-in process.

***What else should I know about the virtual process for the Annual Meeting?***

Stockholders of record, or those who have received a "legal proxy," will be able to submit questions related to the business of the meeting while attending the Annual Meeting from the time the meeting is first called to order through the end of the question-and-answer period and will be alerted prior to the end of the question-and-answer period. A replay of the Annual Meeting and a list of stockholder questions and Company answers will be available after the Annual Meeting concludes.

***Who is soliciting my vote, and who will bear the costs of this solicitation?***

The Proxy Statement is being solicited on behalf of our Board of Directors. We will bear the entire cost of solicitation of proxies, including preparation, assembly, printing, and delivery of this Proxy Statement, via electronic means or paper means upon stockholder request. In addition, our non-employee directors, executive officers, employees, and agents may also solicit proxies in person, by telephone, by electronic mail, or by other means of communication. We will not pay any additional compensation to our non-employee directors, executive officers, or other employees for soliciting proxies.

***Where can I find the voting results of the Annual Meeting?***

We intend to announce preliminary voting results during the Annual Meeting and publish the final voting results in a Current Report on Form 8-K filed within four business days after the Annual Meeting.

**What is the deadline for submitting proposals for consideration at next year's Annual Meeting of Stockholders or to nominate individuals to serve as directors?**

Appropriate stockholder proposals intended to be presented at Artivion's 2026 Annual Meeting of Stockholders pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act") must be received by Artivion by December 2, 2025 for inclusion in its Proxy Statement and form of proxy for such meeting. Stockholder proposals must comply with the requirements of Rule 14a-8 of the Exchange Act and any other applicable rules established by the Securities and Exchange Commission (the "SEC").

Proposals of stockholders intended to be presented during the 2026 Annual Meeting of Stockholders without inclusion of such proposals in our Proxy Statement relating to such annual meeting must be received not later than the close of business on the 90th day and not earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting.

Therefore, for the 2026 Annual Meeting of Stockholders, all stockholder proposals submitted outside of the stockholder proposal rules promulgated pursuant to Rule 14a-8 under the Exchange Act, including nominations for individuals to serve as non-employee directors, must be received by Artivion no later than February 12, 2026, but no earlier than January 13, 2026, to be considered timely and must include the information specified under our Bylaws. If the month and day of the next annual meeting is advanced or delayed by more than 30 calendar days from the month and day of the annual meeting to which this Proxy Statement relates, Artivion shall, in a timely manner, inform its stockholders of the change and the date by which proposals of stockholders must be received.

In addition to the foregoing, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by our Bylaws and Rule 14a-19 under the Exchange Act no later than February 12, 2026, but no earlier than January 13, 2026.

## PROPOSAL ONE – ELECTION OF DIRECTORS

Artivion directors elected during the Annual Meeting on May 13, 2025 will hold office until the next annual meeting, until their successors are duly qualified, or until their earlier death, resignation, or removal.

### Director Nominees

Each of the nominees currently serves as a director of Artivion. Should any director nominee become unable to accept nomination or election, the persons appointed on the Proxy Card intend, unless otherwise specifically instructed in the Proxy Statement, to vote for the election of such other nominee, if any, as the Board of Directors may recommend, or the Board may elect to reduce its size.

The following table sets forth the name and age of each nominee, the period during which each such person has served as a director of Artivion, the number of shares of Artivion's common stock beneficially owned, directly or indirectly, by such person, and the percentage of outstanding shares of Artivion's common stock such ownership represented at the close of business on March 17, 2025, according to information maintained by Artivion. None of the shares of stock noted below are subject to a pledge or similar arrangement. Except for J. Patrick Mackin, our President, Chief Executive Officer, and Chairman of the Board of Directors, none of the nominees holds any other position or office with Artivion.

Name of Nominee	Director Since	Age	Shares of Artivion Stock Beneficially Owned <sup>(1)</sup> (#)	Percentage of Outstanding Shares of Artivion Stock <sup>(4)</sup> (%)
Thomas F. Ackerman	2003	70	143,571 <sup>(2)</sup>	*
Daniel J. Bevevino	2003	65	143,736 <sup>(2)</sup>	*
Marna P. Borgstrom	2018	71	42,763 <sup>(2)</sup>	*
James W. Bullock	2016	68	62,322 <sup>(2)</sup>	*
Jeffrey H. Burbank	2017	62	47,471 <sup>(2)</sup>	*

Name of Nominee	Director Since	Age	Shares of Artivion Stock Beneficially Owned <sup>(1)</sup> (#)	Percentage of Outstanding Shares of Artivion Stock <sup>(4)</sup> (%)
Elizabeth A. Hoff	2022	59	25,064 <sup>(2)</sup>	*
J. Patrick Mackin	2014	58	1,328,648 <sup>(3)</sup>	3.1
Jon W. Salveson	2012	60	123,515 <sup>(2)</sup>	*
Anthony B. Semedo	2021	73	36,259 <sup>(2)</sup>	*

\* Ownership represents less than 1% of the outstanding shares of Artivion common stock.

(1) Except as otherwise noted, the nature of the beneficial ownership for all shares is sole voting and investment power.

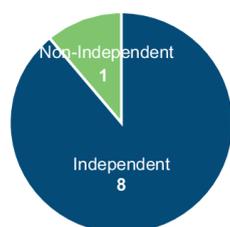
(2) Includes 6,289 shares of unvested restricted stock granted on May 30, 2024. For Mr. Semedo, the amount includes 600 shares that Mr. Semedo owns indirectly through his spouse.

(3) Amount includes 555,160 options that are either presently exercisable or will become exercisable within 60 days after March 17, 2025. This amount also includes 274,812 shares of unvested restricted stock subject to forfeiture held by Mr. Mackin as of March 17, 2025. This amount does not include 91,795 shares earned under 2023 and 2024 performance stock unit awards that had not vested as of March 17, 2025 and that will not vest within 60 days thereafter.

(4) There were 42,689,303 outstanding shares of Artivion common stock as of March 17, 2025, the record date.

## 2025 Director Nominees

### Board Independence



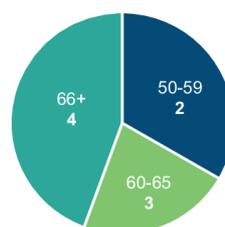
Independent Lead Director

### Board Tenure



Average Tenure 10.5 Years

### Board Age



65.1 Average Age

22.2% Female Representation

11.1% Racial Diversity

## 2025 Director Nominee Skills

CEO Experience	Financial and Investor Relations Expertise	Medical Device and Healthcare Expertise	Legal, Compliance, and Governance Experience
Sustainability Expertise	Regulatory, Quality, and Patient (Product) Safety Experience	Global Operations and Complex Organizations Experience	Regulatory and Healthcare Policy Experience
Public Company Board Experience	Strategic Planning Expertise	Technology and Cybersecurity Experience	Institutional Knowledge

## Director Nominee Qualifications and Biographical Information

**Thomas F. Ackerman** has served as a director of Artivion since December 2003. Until February 2017, Mr. Ackerman served as a consultant to Charles River Laboratories International, Inc. (NYSE: CRL) ("Charles River Laboratories"). Charles River Laboratories is a leading global provider of solutions that accelerate the early-stage drug discovery and development process, with a focus on in vivo biology, including research models and services required to enable in vivo drug discovery and development. Until early 2016, Mr. Ackerman served as a Senior Financial Advisor of Charles River Laboratories, a position he held since August 2015. From 2005 to 2015, he served as Executive Vice President and Chief Financial Officer of Charles River Laboratories. From 1999 to 2005, he served as Senior Vice President and Chief Financial Officer of Charles River Laboratories. From 1996 to 1999, Mr. Ackerman served as Vice President and Chief Financial Officer of Charles River Laboratories, where he had been employed since 1988. Mr. Ackerman is a director of the University of Massachusetts Amherst Foundation and serves on the audit committee of Olin College of Engineering. Mr. Ackerman received a B.S. in Accounting from the University of Massachusetts and became a Certified Public Accountant in 1979. Mr. Ackerman's license is currently inactive.

The Board of Directors has determined that Mr. Ackerman should serve as a director of Artivion because of his expertise in accounting and financial reporting, particularly in the biotechnology industry.

**Daniel J. Bevevino** has served as a director of Artivion since December 2003. From 1996 until March 2008, Mr. Bevevino served as the Vice President and Chief Financial Officer of Respiroics, Inc. ("Respiroics"), a company that developed, manufactured, and marketed medical devices used primarily for the treatment of patients suffering from sleep and respiratory disorders. He was employed by Respiroics beginning in 1988. In March 2008, Respiroics was acquired by Royal Philips (NYSE: PHG) ("Philips"), whose businesses included a variety of medical solutions, including medical diagnostic imaging and patient monitoring systems, as well as businesses focused on energy efficient lighting and consumer products. From March 2008 to December 31, 2009, Mr. Bevevino was employed by Philips as Head of Post-Merger Integration – Respiroics, as well as in various operating capacities, to help facilitate integration of the combined companies. He is currently an independent consultant providing interim chief financial officer services in the life sciences industry, and he currently serves as a director of one of the private companies for which he provides services. He began his career as a Certified Public Accountant with Ernst & Young LLP. Mr. Bevevino's license is currently inactive. Mr. Bevevino received a B.S. in Business Administration from Duquesne University and an MBA from the University of Notre Dame.

The Board of Directors has determined that Mr. Bevevino should serve as a director of Artivion because of his expertise in accounting and financial reporting, particularly in the medical device industry.

**Marna P. Borgstrom** has served as a director of Artivion since June 2018. From 2005 until March 2022, Ms. Borgstrom served as President, Chief Executive Officer, and a board member of Yale New Haven Health System, an integrated healthcare delivery system with approximately \$5.88 billion in annual revenue, 2,681 patient beds, and 29,486 employees. During her tenure with Yale New Haven Health System, Ms. Borgstrom was instrumental in the health system's growth, which over the last decade included an increase in revenue of 126%, patient beds of 26%, and employees of 60%. Ms. Borgstrom also played a significant role in integrating Yale New Haven Health System into a cohesive operating entity, increasing efficiencies and significantly reducing costs. During the challenging pandemic, Ms. Borgstrom and her team evolved care pathways for COVID-19 patients, such that Yale New Haven Health System was able to keep patients and employees safe and report mortality rates of less than 50% of the national average, despite treating a larger number of, and more medically complex, COVID-19 cases. Additionally, Ms. Borgstrom currently serves on the boards of (1) Marion Parke, a privately held company based in Minneapolis, Minnesota and (2) the Fair Haven Community Health Care Foundation, a privately held non-profit based in New Haven, Connecticut. Ms. Borgstrom received her Bachelor of Arts from Stanford University and a Masters in Public Health from Yale University.

The Board of Directors has determined that Ms. Borgstrom should serve as a director of Artivion because of her extensive experience as a senior executive leading a large, complex organization in the healthcare sector, coupled with her knowledge of healthcare regulation and policy and her recognition within the healthcare industry.

**James W. Bullock** has served as a director of Artivion since October 2016. Mr. Bullock previously served as the President and Chief Executive Officer of Zyga Technology, Inc. ("Zyga Technology"), a privately-held medical device company focused on products that treat conditions of the lumbar spine, until January 2018, when RTI Surgical, Inc. (formerly NASDAQ: RTIX) acquired Zyga Technology. Prior to that, he served for six years as President and Chief Executive Officer of Atritech, Inc. ("Atritech"). Atritech was a privately held cardiovascular manufacturing company that was acquired by Boston Scientific Corporation (NYSE: BSX). Prior to that, he served for nine years as President, Chief Executive Officer, and board member of Endocardial Solutions, Inc. (NASDAQ: ECSI) ("Endocardial Solutions"), a cardiac-focused medical device company that was acquired by St. Jude Medical, which was itself acquired by Abbott Laboratories (NYSE: ABT). Mr. Bullock also served as President, Chief Executive Officer, and board member Stuart Medical, Inc., and he began his career working in a variety of sales and marketing leadership positions at Baxter International, Inc. (NYSE: BAX) and American Hospital Supply Corporation. Currently, in addition to Artivion's Board of Directors, Mr. Bullock also serves as Chairman of the board of directors of Stimdia, Inc., a privately held company that conducts research for the development of medical devices for use in the critical care treatment of ventilator induced diaphragmatic dysfunction. Mr. Bullock also serves as Chairman of the board of directors of Surgical Information Science, Inc. and as a director of Intershunt Technologies, Inc., both private health companies. Mr. Bullock received a Bachelor of Science in Public Administration from the University of Arizona.

The Board of Directors has determined that Mr. Bullock should serve as a director of Artivion because of his business acumen and substantial experience in the global medical device industry, particularly in the area of company growth.

**Jeffrey H. Burbank** has served as a director of Artivion since September 2017. From 2019 until March 2022, Mr. Burbank served as the Chief Technology Officer at Fresenius Medical Care North America, a division of Fresenius Medical Care AG & Co. (NYSE: FMS) ("Fresenius Medical Care"), the world's largest provider of products and services for individuals

with renal diseases. Prior to that, Mr. Burbank served as Chief Executive Officer and a member of the board of directors of NxStage Medical, Inc. (formerly NASDAQ: NXTM) ("NxStage Medical"), a leading medical technology company, positions he held since he founded NxStage Medical in 1998, until Fresenius Medical Care completed its acquisition of NxStage Medical in February 2019. Prior to founding NxStage Medical, Mr. Burbank was a co-founder of Vasca, Inc., a company that provided innovative implantable access devices, where he was the President and Chief Executive Officer, as well as Chairman of the board of directors. Mr. Burbank has over 30 years of senior leadership experience in the medical device industry, developing, marketing, and manufacturing products for end-stage renal disease patients. During his career he has been an inventor on over 50 U.S. patents for medical devices. Mr. Burbank received a Bachelor of Science in Industrial Engineering from Lehigh University.

The Board of Directors has determined that Mr. Burbank should serve as a director of Artivion because of his business acumen and substantial senior leadership experience in the global medical device industry.

**Elizabeth A. Hoff** has served as a director of Artivion since October 2022. Ms. Hoff serves as President and Chief Executive Officer of SOMAVAC Medical Solutions, Inc., a company that develops, manufactures, and distributes deep tissue negative pressure therapy as an alternative to traditional post-surgical fluid removal. Previously, Ms. Hoff served as the Chief Evangelist at Galen Data, Inc., a company that provides turn-key FDA and CE Mark compliant platform technology for medical device-to-cloud connectivity and data analysis, where she served since April 2023. Ms. Hoff has 30 years of experience in the medical device and diagnostics industries and in the commercialization of transformational technologies. Ms. Hoff has served in various senior leadership roles related to, or in, the medical device field, including serving as the Executive Director of Business Development and Strategy at DM Clinical Research and as Chief Executive Officer or as an executive at several medical device start-up companies. Ms. Hoff also founded Hoff Professional Services where she offered consulting and executive coaching services to medical device leaders. Earlier in her career, Ms. Hoff gained in-depth global experience in the aortic space, first at Guidant, leading Guidant's endovascular expansion in Europe, and then as a Business Unit Leader at W. L. Gore, launching and leading the endovascular AAA and thoracic stent graft programs. She gained further senior executive experience at Medtronic as Vice President and General Manager, where she defined and drove a ten-fold expansion in Medtronic's implantable cardiac diagnostic platform (now the LinQ product family). Ms. Hoff received her Bachelor of Arts in Managerial Studies and Psychology from Rice University.

The Board of Directors has determined that Ms. Hoff should serve as a director of Artivion because of her extensive senior leadership and business experience in the medical device industry across public and private companies, including in the aortic technology space.

**J. Patrick Mackin** was named President and Chief Executive Officer of Artivion in September 2014. He was appointed to the Artivion Board of Directors in October 2014, and he was appointed Chairman of the Board of Directors in April 2015. Mr. Mackin has more than 30 years of experience in the medical device industry. Prior to joining Artivion, Mr. Mackin served as President of Cardiac Rhythm Disease Management, the then-largest operating division of Medtronic plc (NYSE: MDT) ("Medtronic"), from August 2007 to August 2014. At Medtronic, he previously held the positions of Vice President, Vascular, Western Europe and Vice President and General Manager, Endovascular Business Unit. Prior to joining Medtronic in 2002, Mr. Mackin worked for six years at Genzyme, Inc. ("Genzyme"), serving as Senior Vice President and General Manager for the Cardiovascular Surgery Business Unit and as Director of Sales, Surgical Products Division. Before joining Genzyme, Mr. Mackin spent four years at Deknatel/Snowden-Pencer, Inc. in various roles, and three years as a First Lieutenant in the U.S. Army. Mr. Mackin served as a director of Opsens, Inc. (TSXV: OPS and OTCQX: OPSSF), a fiber optic sensors manufacturer, from 2016 until that company was sold in December 2023. Mr. Mackin served as a director of Wright Medical Group N.V. (NASDAQ: WMGI) ("Wright Medical"), a global medical device company focused on extremities and biologics, from July 2018 until November 2020, when Wright Medical was acquired by Stryker Corporation (NYSE: SYK). Mr. Mackin received an MBA from the Kellogg Graduate School of Management at Northwestern University and is a graduate of the U.S. Military Academy at West Point.

The Board of Directors has determined that Mr. Mackin should serve as a director of Artivion because of his business acumen and substantial senior leadership experience in the global medical device industry. In addition, the Board of Directors believes that it is appropriate and valuable to have the President and Chief Executive Officer of Artivion serve as a member of the Board of Directors.

**Jon W. Salvesson** has served as a director of Artivion since May 2012. Mr. Salvesson is the Vice Chairman, Investment Banking and Chairman of the Healthcare Investment Banking Group at Piper Sandler Companies (NYSE: PIPR), formerly Piper Jaffray Companies, a U.S. investment bank and asset management firm ("Piper Jaffray"). Mr. Salvesson has served in his present position as Vice Chairman, Investment Banking since July 2010. Mr. Salvesson was appointed Global Head of Investment Banking and a member of the Executive Committee of Piper Jaffray in 2004. He joined Piper Jaffray in 1993 as an associate, was elected Managing Director in 1999, and was named Group Head of Piper Jaffray's international

healthcare investment banking group in 2001. Mr. Salveson served on the board of Asklepios Biopharmaceuticals, Inc., a private company specializing in gene therapy technologies, which was acquired by Bayer AG (ETR: BAYN) in 2020. Mr. Salveson also recently served on the Board of Directors of Nuwellis, Inc. (NASDAQ: NUWE), an early-stage medical device company, until 2023. Mr. Salveson received his undergraduate degree from St. Olaf College in 1987 and an M.M.M. in finance from the Kellogg Graduate School of Management at Northwestern University.

The Board of Directors has determined that Mr. Salveson should serve as a director of Artivion because of his extensive experience in the healthcare industry and the medical technology sector, and, particularly, his extensive experience in strategic advisory roles for global healthcare companies in hundreds of transactions.

**Anthony B. Semedo** has served as a director of Artivion since October 2021. Mr. Semedo has over 40 years of U.S. and international experience in the medical device industry. Until late 2019, Mr. Semedo served as Senior Vice President and President of Japan Operations at Medtronic, where he led multiple business units and functions. Through his tenure at Medtronic from 2002 to 2019, Mr. Semedo held several executive management positions, including Senior Vice President and President of the company's Aortic, Peripheral, and Venous (APV) Division and Senior Vice President and President of Endovascular Innovations. During his time at Medtronic, Mr. Semedo also served as Vice President of Medtronic's Japan Cardiovascular Business and as Global Vice President of Vascular Research and Development. Prior to 2002, Mr. Semedo spent time at Alaris Medical Systems, Eli Lilly & Co., and Abbott Laboratories. Mr. Semedo received his Bachelor of Science in Engineering from the University of Massachusetts.

The Board of Directors has determined that Mr. Semedo should serve as a director of Artivion because of his extensive knowledge of and extensive leadership experience in the medical device industry, including in the aortic technology space.

#### **Required Vote**

Nominees for election as directors will be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election. Since there are nine directorships to be filled, the nine individuals receiving the most votes will be elected. Accordingly, abstentions and broker non-votes will not be relevant to the outcome.

#### **The Board of Directors' Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE NINE NOMINEES FOR DIRECTOR LISTED IN THIS PROPOSAL ONE.**

### **CORPORATE GOVERNANCE AND BOARD OF DIRECTORS MATTERS**

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Our Board of Directors believes that the purpose of corporate governance is to serve the interests of the Company and the Company's stockholders in a manner that is consistent with the Board of Directors' fiduciary duties and the Company's mission and core values. The Board of Directors has adopted and adheres to corporate governance practices that the Board of Directors and senior management believe promote this purpose, are sound, and represent best practices applicable to the Company. The Board of Directors reviews these practices on an ongoing basis and revises them as appropriate.

#### **Director Independence**

In connection with its annual review in the first quarter of 2025, and based on the information available to it, the Board of Directors determined that none of Mses. Borgstrom or Hoff, or Messrs. Ackerman, Bevevino, Bullock, Burbank, Salveson, or Semedo has or had a material relationship with Artivion and that each qualified as an independent director under NYSE Listing Standards.

In addition to qualifying as "independent" within the meaning of Section 303A.02 of the NYSE Listing Company Standards, the Board of Directors has determined that each member of the Compensation Committee is a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act. Further, in determining the independence of any director who will serve on the Compensation Committee, the Board of Directors considers all factors relevant to determining whether such director has a relationship with the Company that is material to the director's ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to (i) the source of compensation of such director, including any consulting, advisory, or other compensatory fee paid by the Company to the director and (ii) whether such director is affiliated with the Company, one of its subsidiaries, or an affiliate of one of its subsidiaries.

In addition to qualifying as “independent” within the meaning of Section 303A.02 of the NYSE Listing Standards, the Board of Directors has determined that each member of the Audit Committee also meets the criteria of Section 303A.06 and Rule 10A-3 promulgated under the Exchange Act.

### ***The Board of Directors’ Right to Retain Advisors***

The Board of Directors has authorized its committees to retain their own advisors, such as auditors, compensation consultants, search firms, legal counsel, and others, to the extent the applicable committee deems it appropriate.

### ***The Board of Directors’ Leadership Structure***

Mr. Mackin, the President and Chief Executive Officer of Artivion, serves as Chairman of the Board of Directors. The Board of Directors believes that this structure promotes fluid communication and coordination between the Board of Directors and management. The Board of Directors also believes that Mr. Mackin is well-suited to fill both his management and Board of Directors roles and that the Board of Directors benefits from him serving these dual roles.

To foster the Board of Directors’ independence from management, the leadership structure of the Board of Directors also includes a Lead Director, a position held by an independent director. Mr. Burbank assumed the role of Lead Director in March 2021. The Lead Director has frequent contact with Mr. Mackin and other members of management on a broad range of matters and has additional corporate governance responsibilities for the Board of Directors, including presiding over all executive sessions of the Board. The Lead Director also serves as liaison between Mr. Mackin and the independent directors, approves meeting agendas and schedules to ensure there is sufficient time for discussion of all agenda items, approves certain information sent to the Board of Directors, and has the authority to call meetings of the independent directors. Stockholders can seek to directly consult with independent directors.

### ***The Board of Directors’ Role in Risk Oversight***

The Board of Directors has an active role, as a whole and also at the committee level, in overseeing the management of our risks. Management is primarily responsible for risk management, and management reports directly to the committees and the Board of Directors with respect to risk management. The Board of Directors is responsible for general oversight of risks and regular review of information regarding our risks, including credit, information security (including cybersecurity and data privacy), the ethical and complaint use of artificial intelligence, liquidity, regulatory, sustainability, human capital, and operational risks. In its risk-oversight role, the Board of Directors periodically reviews the Company’s strategic plan, as well as an assessment of potential material risks facing the Company.

In particular, the Compensation Committee is responsible for ensuring that our compensation policies and practices do not incent excessive or inappropriate risk-taking by employees or non-employee directors. The Compensation Committee also has oversight of Human Capital Management, and along with the Innovation and Healthcare Compliance and Audit Committees, culture. The Audit Committee, in coordination with Ernst & Young LLP, our independent registered public accounting firm, is primarily responsible for oversight of our internal controls, operation of our internal audit, risk assessment, and risk management, including information security oversight, and various financial and compliance functions. The Audit Committee’s information security oversight role includes responsibility for overseeing the Company’s global information security and information technology risks, controls, and procedures and utilizing independent cybersecurity auditors to support that function where appropriate. More detail regarding the Audit Committee’s oversight of information security is located in the Report of the Audit Committee at page 24. The Corporate Governance Committee monitors risk by ensuring that proper corporate governance standards are maintained, that the Board of Directors is comprised of qualified directors, and that senior management is comprised of qualified executive officers. The Innovation and Healthcare Compliance Committee is primarily responsible for oversight of our healthcare compliance function, including our compliance with quality systems and regulatory assurance laws and regulations, as well as our compliance with other healthcare compliance laws and regulations. Together with the Audit Committee, the Innovation and Healthcare Compliance Committee also exercises oversight of Enterprise Risk Management and our compliance with certain laws and regulations, such as the European Union General Data Protection Regulation (“GDPR”) and the United States Foreign Corrupt Practices Act (“FCPA”), and policies such as our Code of Conduct.

## Board of Directors and Committee Meetings, Annual Meeting of Stockholders, and Attendance

During 2024, each director attended, either in person or virtually, at least 75% of the meetings of the Board of Directors and the committees of the Board of Directors on which the director served. In general, members of the Board of Directors become members of committees immediately following the Annual Meeting of Stockholders.

The Board of Directors held twelve meetings during 2024. In addition, eight members of the Board of Directors attended the 2024 Annual Meeting of Stockholders, which was held virtually. The Company does not have a policy requiring directors to attend the annual meeting, but it encourages such attendance.

### Standing Committees of the Board of Directors; Committee Assignments

During 2024, the Board of Directors had four standing committees: the Audit Committee; the Compensation Committee; the Corporate Governance Committee; and the Innovation and Healthcare Compliance Committee. During 2024, the Audit Committee met six times, the Compensation Committee met eight times, the Corporate Governance Committee met five times, the Innovation and Healthcare Compliance Committee met four times, the Compensation Committee and the Corporate Governance Committee met jointly two times, and the Audit Committee and the Innovation and Healthcare Compliance Committee met jointly one time.

The four standing committees are described below, and the following table lists the members of each of the standing committees as of the date of this Proxy Statement.

Director	Audit Committee	Compensation Committee	Corporate Governance Committee	Innovation and Healthcare Compliance Committee
J. Patrick Mackin, Chairman, President, and Chief Executive Officer				
Thomas F. Ackerman	Chair			√
Daniel J. Bevevino	√	Chair		
Marna P. Borgstrom			√	Chair
James W. Bullock		√		√
Jeffrey H. Burbank, Lead Director	√		Chair	
Elizabeth A. Hoff			√	√
Jon W. Salveson			√	√
Anthony B. Semedo		√		√

**Audit Committee** — The Audit Committee operates under a written charter that sets out the committee’s functions and responsibilities. The Audit Committee currently consists of three non-employee directors: Mr. Ackerman, Chair, Mr. Bevevino, and Mr. Burbank. Mr. Ackerman, Mr. Bevevino, and Mr. Burbank served on the Audit Committee for all of 2024. Each of the members of the Audit Committee meets the independence requirements of Section 303A.02 of the current NYSE Listing Standards and also meets the criteria of Section 303A.06, as set forth in Rule 10A-3 promulgated under the Exchange Act, regarding listing standards related to audit committees. No member of the Audit Committee serves on the audit committee of more than three public companies. In addition, the Board of Directors has determined that all of the current members of the Audit Committee satisfy the definition of an “audit committee financial expert,” as promulgated by the SEC.

The Audit Committee charter gives the Audit Committee the authority and responsibility for the appointment, retention, compensation, and oversight of Artivion’s independent registered public accounting firm, including preapproval of all audit and non-audit services to be performed by Artivion’s independent registered public accounting firm. The Audit Committee also oversees, and must review and approve, all significant related-party transactions. See Policies and Procedures for Review, Approval, or Ratification of Transactions with Related Parties beginning on page 18; see also the Report of the Audit Committee on page 23.

The Audit Committee:

- Reviews the general scope of Artivion's annual audit and the nature of services to be performed for Artivion in connection with it, acting as liaison between the Board of Directors and the independent registered public accounting firm;
- Reviews various Company policies, including those relating to accounting practices and internal control and information security systems of Artivion;
- Reviews and monitors the performance of Artivion's independent registered public accounting firm and is responsible for engaging or discharging Artivion's independent registered public accounting firm and for assisting the Board of Directors in its oversight of risk management and legal and financial regulatory requirements; and
- Has the authority to, pursuant to its charter, delegate any of its decisions to a subcommittee of the Audit Committee consisting of two committee members or to the Chair alone, provided that a full report of any action taken is promptly made to the full Audit Committee.

**Compensation Committee** — The Compensation Committee operates under a written charter that sets out the committee's functions and responsibilities. The Compensation Committee currently consists of three non-employee directors: Mr. Bevevino, Chair, Mr. Bullock, and Mr. Semedo. Mr. Bevevino, Mr. Bullock, and Mr. Semedo served on the Compensation Committee for all of 2024. Each member of the Compensation Committee meets the independence requirements of Sections 303A.02(a)(i) and (ii) of the current NYSE Listing Standards and is a non-employee director within the meaning of Rule 16b-3 under the Exchange Act.

The Compensation Committee:

- Reviews the performance of executive officers, including the Chief Executive Officer (in conjunction with the Corporate Governance Committee), and approves annual executive officer compensation;
- Oversees the issuance of stock options, restricted stock awards, restricted stock units, performance stock units, and other stock rights and cash incentives under Artivion's stock and incentive plans;
- Approves, in conjunction with the Corporate Governance Committee and Board of Directors, separation packages for officers;
- Reviews, approves, and certifies the performance metrics upon which a portion of the compensation of Artivion's Chief Executive Officer and other executive officers is based;
- Annually reviews, together with the Corporate Governance Committee, the Chief Executive Officer's objectives and performance, recommends changes thereto, and together with the Corporate Governance Committee, sets the Chief Executive Officer's compensation package; and
- Oversees certain aspects of the Company's sustainability risks, including human capital management.

See Compensation Discussion and Analysis on page 26 for information concerning the Compensation Committee's role, processes, and activities in overseeing executive compensation.

Pursuant to its charter, the Compensation Committee has the authority to delegate any of its decisions to a subcommittee of the Compensation Committee consisting of two committee members, provided that a full report of any action taken is promptly made to the full Compensation Committee.

The Compensation Committee has the power to retain, determine the terms of engagement and compensation of, and terminate any consultant that advises the Compensation Committee.

**Corporate Governance Committee** — The Corporate Governance Committee operates under a written charter that sets out the committee's functions and responsibilities. The Corporate Governance Committee currently consists of four non-employee directors: Mr. Burbank, Chair, Ms. Borgstrom, Ms. Hoff, and Mr. Salveson. Mr. Burbank, Ms. Borgstrom, and Mr. Salveson served on the Corporate Governance Committee for all of 2024. Ms. Hoff was appointed to the Corporate Governance Committee effective March 1, 2024. Each of these individuals meets the independence requirements of Section 303A.02 of the current NYSE Listing Standards.

The Corporate Governance Committee:

- Recommends potential candidates for the Board of Directors;
- Oversees the annual self-evaluations of the Board of Directors, its committees, and individual directors;
- Recommends to the Board of Directors individuals for appointment as executive officers;
- Oversees succession planning for the Board of Directors and officers, including the Chief Executive Officer;
- Evaluates each year, together with the Compensation Committee, the performance of Artivion's Chief Executive Officer and sets the Chief Executive Officer's compensation;
- Recommends to the Board of Directors how the other committees of the Board of Directors should be structured, which directors should be members of those committees, and which director should chair those committees; and
- Reviews and makes recommendations to the Board of Directors regarding the development of, and compliance with, the Company's corporate governance guidelines, sustainability risk-mitigation efforts, and other governance policies, procedures, and practices.

**Innovation and Healthcare Compliance Committee** — The Innovation and Healthcare Compliance Committee operates under a written charter that sets out the committee's functions and responsibilities. The Innovation and Healthcare Compliance Committee currently consists of six non-employee directors: Ms. Borgstrom, Chair, Mr. Ackerman, Mr. Bullock, Ms. Hoff, Mr. Salvesson, and Mr. Semedo. Mses. Borgstrom and Hoff and Messrs. Ackerman, Bullock, Salvesson, and Semedo each served on the Innovation and Healthcare Compliance Committee for all of 2024. Each of these individuals meets the independence requirements of Section 303A.02 of the current NYSE Listing Standards. The charter of the Innovation and Healthcare Compliance Committee requires that a majority of its members be independent.

The Innovation and Healthcare Compliance Committee:

- Assists the Board of Directors in the general oversight of the Company's ongoing scientific and technological innovation activities and initiatives, including research and development ("R&D"), clinical, regulatory, and intellectual property matters;
- Assists the Company in its oversight of Artivion's compliance with healthcare laws and regulations, including regulations and laws related to regulatory affairs and quality assurance, and general healthcare compliance, such as the Anti-Kickback Statute;
- Receives periodic reports from the Company's senior management regarding quality and regulatory compliance;
- Provides input into certain regulatory affairs, quality assurance, and healthcare compliance policies; and
- Assists, jointly with the Audit Committee, in the oversight of the Company's enterprise risk assessment and compliance with certain policies and procedures, such as the Company's Code of Conduct and policies with respect to GDPR and the FCPA.

### **Procedures for Stockholders Who Wish to Submit Recommendations to the Board of Directors**

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Stockholders may recommend potential candidates for director to the Corporate Governance Committee, in which case the Committee will consider whether to recommend that the Board of Directors nominate such person for election as a director. Stockholders who wish to recommend a director candidate should submit the candidate's name and background information in writing, as well as a written statement from the individual of his or her consent to be named as a candidate and, if nominated and elected, to serve as a director. Stockholders should submit this information by following the procedures set forth below at Communication with the Board of Directors and its Committees on page 20.

The policy of the Corporate Governance Committee is to give the same consideration to nominees recommended by stockholders that it gives to individuals whose names are submitted by management or non-employee directors, including whether the recommended candidate meets our minimum qualifications for directors, possesses appropriate skills and qualities, and whether requesting additional information or an interview is appropriate. When reviewing a potential candidate, the Corporate Governance Committee considers, among other things, demonstrated character, judgment, relevant business,

functional, and industry experience, degree of intellectual and business acumen, and the overall diversity of backgrounds and experiences of the Board of Directors. The Board of Directors and the Corporate Governance Committee believe it is important that the members of the Board of Directors represent a broad range of backgrounds and viewpoints. The Corporate Governance Committee's process for identifying and evaluating nominees typically involves consideration of external candidates, including self-nominees, upon a vacancy or at a regularly scheduled meeting (generally, its meeting held in the first quarter of the year), and where appropriate, internal discussions, review of information concerning candidates, and interviews of selected candidates. From time to time, the Corporate Governance Committee has also engaged one or more executive search consulting firms to assist in the identification and recruitment of potential director candidates.

The current Board of Directors' policy requires each director to offer to voluntarily resign upon a change in such director's principal employment or line of business. The Corporate Governance Committee will then review whether such director continues to meet the needs of the Board of Directors and whether to make a recommendation to the Board of Directors that it should accept the director's offer to resign. Upon Ms. Hoff's change in principal employer in July 2024, from the position she held at the time she was reelected as a director by the stockholders in May 2024, Ms. Hoff tendered to the Board of Directors her offer of resignation. The Corporate Governance Committee considered Ms. Hoff's offer to resign and determined that it was in the best interests of Artivion for Ms. Hoff to continue serving on the Board of Directors following her change in principal employer and/or occupation.

The current Board of Directors' policy also limits the number of other public company boards on which Artivion directors may serve. Non-employee directors may serve on no more than three public company boards in addition to service on the Company's Board of Directors, and the Chief Executive Officer's service on the board of any other organization is restricted by his employment agreement with the Company and is subject to prior approval by the Board of Directors.

## **Artivion's Code of Conduct**

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Artivion has established a Code of Conduct that: clarifies the Company's standards of conduct, including in potentially challenging situations; makes clear that Artivion expects all employees, executive officers, and non-employee directors to abide by applicable legal and regulatory requirements and to understand and appreciate the ethical considerations of their decisions; and reaffirms the Company's long-standing commitment to a culture of corporate and individual accountability and responsibility for the highest ethical and business practices.

In addition to the Code of Conduct, the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Treasurer, Controller, Assistant Controller, and all other senior financial officers are also subject to the Company's Code of Ethics for Senior Financial Officers. In the event that Artivion amends or waives any of the provisions of the Code of Conduct or Code of Ethics for Senior Financial Officers applicable to its Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Treasurer, Controller, or Assistant Controller, the Company will disclose such information on the Company's website.

Artivion's Code of Conduct and Code of Ethics for Senior Financial Officers, which are reviewed periodically, are published on the Company's website at <https://investors.artivion.com/corporate-governance/cryolifes-code-conduct>.

## **Corporate Responsibility**

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In the second quarter of 2025, Artivion expects to publish its updated annual Corporate Responsibility Report, which highlights the Company's sustainability initiatives, goals, and efforts ("Sustainability Efforts"). The Corporate Responsibility Report details several of Artivion's Sustainability Efforts, including, but not limited to: (1) environmental initiatives to drive sustainability and limit Artivion's carbon footprint, including a disclosure relative to the Task Force on Climate-Related Financial Disclosures; (2) initiatives to create a welcoming and empowering workplace for every member of the global team as they strive to fulfill Artivion's mission to make leading-edge aortic technologies available to patients around the world; and (3) Board of Directors level initiatives to enhance the breadth of backgrounds and experiences represented on the Board and throughout the workforce, Board refreshment, and Board or Board committee oversight of some of the Company's sustainability initiatives, including human capital management. The annual Corporate Responsibility Report is available on the Company's website at <https://investors.artivion.com/corporate-responsibility-report-esp>.

## **Policies and Procedures for Review, Approval, or Ratification of Transactions with Related Parties**

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The Board of Directors has adopted policies and procedures for review, approval, or ratification of transactions with related parties.

### **Types of Transactions Covered**

It is our policy to enter into or ratify related party transactions only when the Board of Directors, acting through the Audit Committee or as otherwise in line with the Company's policies described herein, determines that the related party transaction in question is in, or is not inconsistent with, the best interests of Artivion and its stockholders. We follow the policies and procedures below for any transaction in which we are, or are to be, a participant and the annual amount involved exceeds \$50,000 and in which any related party, as defined below, had, has, or will have a direct or indirect interest. Pursuant to the policy, additional Audit Committee approval is not required for compensatory arrangements with an executive officer or non-employee director that are approved or ratified by the Compensation Committee or compensation received under our employee benefit plans that are available to all employees.

The Company subjects the following related parties to these policies: non-employee directors (and nominees); executive officers; beneficial owners of more than 5% of our stock; any immediate family members of these persons; and any entity in which any of these persons is employed, or is a general partner or principal, or has a similar position, or in which the person has a 10% or greater beneficial ownership interest.

Pursuant to the procedures described above, the Audit Committee ratified one transaction with a related party for 2024: Maxi Tyrs, the spouse of Florian Tyrs, who had been designated as an executive officer of the Company for the 2024 fiscal year, is employed by the Company's Germany-based subsidiary, JOTEC GmbH. Ms. Tyrs served as JOTEC's Director of Human Resources in EMEA during 2024 and JOTEC's Director, Global Talent Acquisition and Employer Branding as of January 1, 2025. Ms. Tyrs earns approximately \$204,000 in total annual compensation, which includes, as applicable, salary, any annual and special bonuses, and the value of any long-term incentive equity award granted in the applicable fiscal year. She also participates in general welfare and benefit plans that are available to similarly situated employees. As of January 1, 2025, Mr. Tyrs is no longer classified as an executive officer of the Company.

### **Standards Applied and Persons Responsible for Approving Related Party Transactions**

The Corporate Secretary is responsible for submitting to the Audit Committee for its advance review and approval any related party transaction, other than ongoing transactions, into which we propose to enter. If the Corporate Secretary determines that it is not practicable or desirable to wait until the next regularly scheduled Audit Committee meeting, the Corporate Secretary will submit the related party transaction for approval or ratification to the Chair of the Audit Committee, who possesses delegated authority to act between Audit Committee meetings. The Chair will report any action the Chair takes under this delegated authority to the Audit Committee at its next regularly scheduled meeting and seek ratification of such approval. If any related party transaction occurs before the Audit Committee has approved it, the Corporate Secretary will submit the transaction to the Audit Committee for ratification as soon as reasonably practicable. If the Audit Committee does not ratify the transaction, the Audit Committee will direct management as to what action it proposes management take regarding the transaction.

When considering a related party transaction, the Audit Committee will examine all factors it deems relevant. The Audit Committee, or its Chair, will approve only those transactions that they have determined in good faith are in the best interests of Artivion and its stockholders.

The Corporate Secretary may delegate her duties under the policy to another officer of Artivion if the Corporate Secretary gives notice of the delegation to the Audit Committee at a regularly scheduled Audit Committee meeting.

### **Review of Ongoing Transactions**

At least once per year, the Audit Committee reviews all related party transactions that are ongoing and have a remaining term of more than six months or remaining amounts payable to or receivable from Artivion of more than \$50,000 annually. Based on all relevant facts and circumstances, the Audit Committee will determine whether it is in, or not inconsistent with, the best interests of Artivion and its stockholders to continue, modify, or terminate the ongoing related party transaction.

### **Compensation Committee Interlocks and Insider Participation**

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None of our executive officers or employees have at any time, other than as noted herein and in the Policies and Procedures for Review, Approval, or Ratification of Transactions with Related Parties section above, had any relationship requiring disclosure by the Company. In addition, none of our executive officers currently serve, or served during fiscal 2024, as a member of the compensation committee of any other company that has or had an executive officer serving

as a member of our Board of Directors. None of our executive officers currently serve, or served during fiscal 2024, as a member of the board of directors of any other company that has or had an executive officer serving as a member of our Compensation Committee.

## **Communication with the Board of Directors and Its Committees**

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Interested parties may communicate with the Board of Directors, the Lead Director, the non-employee directors as a group, committee chairs, committees, and individual directors by directing communications to the Corporate Secretary, who will forward them as appropriate, unless they clearly constitute unsolicited general advertising or inappropriate material. Please send all communications in care of Jean F. Holloway, General Counsel and Corporate Secretary, Artivion, Inc., 1655 Roberts Boulevard, NW, Kennesaw, Georgia 30144.

## **Availability of Corporate Governance Documents**

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You may view current copies of the charters of the Audit, Compensation, Corporate Governance, and Innovation and Healthcare Compliance Committees, as well as the Company's Code of Conduct and Corporate Governance Guidelines, on Artivion's website at <https://investors.artivion.com/corporate-governance/governance-highlights>.

*Notwithstanding anything to the contrary set forth in any of Artivion's filings under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act that might incorporate other Artivion filings, including this Proxy Statement, in whole or in part, neither of the Reports of the Audit Committee and the Compensation Committee, set forth below, or any information contained on or accessible from our website or any other website shall be incorporated by reference into any such filings.*

## DIRECTOR COMPENSATION

### Elements of Non-Employee Director Compensation

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#### **Restricted Stock Grants**

A portion of the non-employee directors' annual compensation is issued as restricted stock. The shares of restricted stock are issued each year generally following the Annual Meeting of Stockholders. With respect to 2024 grants, the Compensation and Corporate Governance Committees recommended, and the Board of Directors approved, a grant date value of \$150,000 per non-employee director, and in May 2024, the Company granted 6,289 shares of restricted stock to each of the non-employee directors serving at the time of grant, which will vest on May 30, 2025. The amount and terms of the grants are subject to periodic reevaluation jointly by the Compensation and Corporate Governance Committees. All equity grants to non-employee directors in 2024 were made pursuant to the Amended and Restated Artivion, Inc. 2020 Equity and Cash Incentive Plan (the "2020 ECIP"). A non-employee director will forfeit any unvested portion of the award if s/he ceases to serve as a director, except under certain circumstances as described within the 2020 ECIP.

#### **Board of Directors' Retainer and Committee Chair and Membership Fees**

Absent exceptional circumstances, every other year, the Compensation and Corporate Governance Committees each consider whether to adjust non-employee director compensation and recommend those adjustments, if any, to the Board of Directors.

Each of the non-employee directors of Artivion receives an annual cash retainer for service on the Board of Directors, service on committees of the Board of Directors, service as Chair of a committee of the Board of Directors, and service as Lead Director, as applicable and as noted in the table below. Artivion pays all cash retainers on a prorated monthly basis.

<b>2024 Board of Director Retainers</b>			
Annual Board Service		\$55,000	
Lead Director <sup>(1)</sup>		\$40,000	
Committee	Committee Chair Retainer <sup>(2)</sup>	Committee Membership Retainer	
Audit	\$20,000	\$10,000	\$10,000
Compensation	\$20,000	\$7,500	\$7,500
Corporate Governance	\$10,000	\$5,000	\$5,000
Innovation and Healthcare Compliance	\$10,000	\$5,000	\$5,000

<sup>(1)</sup> In addition to annual Board of Director service retainer.

<sup>(2)</sup> Includes committee membership retainer.

## Fiscal 2024 Director Compensation

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The following table provides compensation information for the one-year period ended December 31, 2024 for each person who was a member of our Board of Directors in 2024, other than J. Patrick Mackin.

Name	Retainers Earned or Paid in Cash <sup>(1)</sup> (\$)	Annual Stock Awards <sup>(2)</sup> (\$)	Total (\$)
(a)	(b)	(c)	(d)
Thomas F. Ackerman	80,000	149,993	229,993
Daniel J. Bevevino	85,000	149,993	234,993
Marna P. Borgstrom	70,000	149,993	219,993
James W. Bullock	67,500	149,993	217,493
Jeffrey H. Burbank	115,000	149,993	264,993
Elizabeth A. Hoff	64,167	149,993	214,160
Jon W. Salvesson	65,000	149,993	214,993
Anthony B. Semedo	67,500	149,993	217,493

(1) Amounts shown include annual Board of Director service retainer, committee Chair and committee membership retainers, and, for Mr. Burbank, a Lead Director retainer, earned by our non-employee directors during 2024. Note that the Annual Stock Awards, which are generally made shortly after the Company's Annual Meeting each year, cover the one-year service period ending on the day preceding the Company's Annual Meeting the following year.

(2) Amounts shown represent the aggregate grant date fair value of the 6,289 restricted shares granted to each non-employee director, as calculated in accordance with FASB ASC Topic 718. We issued the awards on May 30, 2024, and we valued them at \$23.85 per share, which was the closing price on the grant date. See Notes 1 and 14 of the Notes to Consolidated Financial Statements filed with Artivion's Annual Report on Form 10-K for the year ended December 31, 2024 for assumptions used in valuing restricted stock awards. The restricted stock represented here vests on May 30, 2025; accordingly, these shares remained subject to vesting restrictions as of December 31, 2024.

J. Patrick Mackin, Chairman, President, and Chief Executive Officer received no compensation in 2024 for his services as a director of the Company. His compensation as an executive officer of the Company is detailed in the Summary Compensation Table on page 43.

## Director Stock Ownership Requirement

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In November 2015, the Compensation and Corporate Governance Committees approved a change to the non-employee director stock ownership requirement to five times the then-current annual Board of Director service retainer for non-employee directors. The Board of Directors reevaluates this stock ownership requirement typically on a biennial basis and did so recently in November 2024, concluding at that time, based on information provided by Willis Towers Watson and management, that these requirements remained appropriate. All non-employee directors currently satisfy this standard.

## REPORT OF THE AUDIT COMMITTEE

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The Board of Directors maintains an Audit Committee of three non-employee directors. The Board of Directors and the Audit Committee believe that the Audit Committee's current member composition satisfies the rules of the NYSE that govern audit committee composition, including the requirement that each audit committee member be an "Independent Director" as that term is defined by Sections 303A.02 and 303A.06 of the NYSE Listing Standards and Rule 10A-3 promulgated under the Securities Exchange Act of 1934.

The Audit Committee oversees Artivion's financial processes and the Company's information security preparedness on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements included in Artivion's Annual Report on Form 10-K for fiscal 2024 and discussed them with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. The Board of Directors and the Audit Committee have adopted a written Audit Committee Charter. Since the first quarter of 2004, Artivion has retained an outside accounting firm to provide internal audit services. The internal audit function reports directly to the Audit Committee and, for administrative purposes, to the Chief Financial Officer.

During fiscal 2024, management completed the documentation, testing, and evaluation of Artivion's system of internal controls over financial reporting and the associated information security preparedness in response to the requirements set forth in Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations. The Audit Committee was kept informed of the progress of the evaluation and provided oversight and advice to management during the process. In connection with this oversight, the Audit Committee received periodic updates provided by management and Ernst & Young LLP, Artivion's independent registered public accounting firm since 2013, at each regularly scheduled Audit Committee meeting. The Audit Committee also reviewed the report of management on internal controls over financial reporting contained in Artivion's Annual Report on Form 10-K for fiscal 2024, as well as Ernst & Young LLP's Reports of Independent Registered Public Accounting Firm included in Artivion's Annual Report on Form 10-K for fiscal 2024 related to its audit of (i) Artivion's consolidated financial statements and (ii) the effectiveness of Artivion's internal controls over financial reporting. The Audit Committee continued to oversee Artivion's efforts related to Artivion's internal controls over financial reporting and management's preparations for the evaluation thereof for fiscal 2024.

The Audit Committee reviewed with Ernst & Young LLP, who is responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of Artivion's accounting principles and such other matters as are required to be discussed with the Audit Committee by the applicable requirements of the Public Company Accounting Oversight Board and the SEC. Ernst & Young LLP also provided to the Audit Committee the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young LLP's communications with the Audit Committee concerning independence. The Audit Committee discussed with Ernst & Young LLP and management its independence from management and Artivion.

The Audit Committee discussed with Ernst & Young LLP the overall scope and plans for its audit. The Audit Committee met with Ernst & Young LLP, with and without management present, to discuss the results of its examination, its evaluation of Artivion's internal controls, and the overall quality of Artivion's financial reporting.

In connection with its review of Artivion's accounting and financial controls, the Audit Committee discusses with management on a quarterly basis the adequacy of Artivion's information security preparedness and the types of information technology risks, controls, and procedures, and any related issues that could affect the adequacy of Artivion's internal controls or general operations, including as they relate to information security. Assessments of Artivion's information security program, including evaluations about its policies, procedures, infrastructure, access control, and change management, were performed by the independent external auditing firms Ernst & Young LLP, Hancock Askew & Co., LLP, and RWT Crowe GmbH.

In reliance on the reviews and discussions referred to above, the Audit Committee members did not become aware of any material misstatements in the audited financial statements and recommended to the Board of Directors that the audited financial statements be included in Artivion's Annual Report on Form 10-K for the year ended December 31, 2024 for filing with the SEC. The Audit Committee has preliminarily approved Ernst & Young LLP as Artivion's independent registered public accounting firm for fiscal 2025.

**Audit Committee**

THOMAS F. ACKERMAN, CHAIR  
DANIEL J. BEVEVINO  
JEFFREY H. BURBANK

*The foregoing audit committee report is not "soliciting material," is not deemed "filed" with the SEC, and shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing of the Company under the Securities Act of 1933, as amended, or under the Exchange Act, except to the extent the Company specifically incorporates this report by reference.*

## PROPOSAL TWO – ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION

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Artivion seeks a non-binding vote from its stockholders to approve the compensation paid to our Named Executive Officers as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion. This vote is commonly referred to as a “Say on Pay” vote because it gives stockholders an opportunity to express their approval or disapproval of the Company’s executive officer pay practices.

As discussed in detail in the Compensation Discussion and Analysis that follows, our executive officer compensation programs are designed to attract, retain, motivate, and reward executive officer talent that is able to, and appropriately incented to, deliver on Artivion’s short and long-term growth, on other strategic objectives, and on Artivion’s commitments to its stockholders, in particular, long-term value creation. We believe that the form and amount of compensation we provide to our current Named Executive Officers appropriately reflects their extensive management experience, continued high performance, and exceptional service to Artivion and our stockholders.

During 2024, various economic, regulatory, and other unforeseen challenges—for example, persistently elevated, albeit declining, inflation, elevated interest rates, the continued transition in Europe to the new Medical Device Regulation (“MDR”), slower-than-expected regulatory approvals, and a November 2024 cyberattack (the “Cybersecurity Incident”) that temporarily disrupted the Company’s operations—impacted the Company’s business. Responsive, resilient, and effective leadership from management remained necessary to counteract these challenges and to continue to deliver on the Company’s objectives. Despite these external challenges, the management team delivered significant constant currency revenue and adjusted EBIDTA growth in 2024, and the Company’s stock price increased by nearly 60% during the year. As it does each year, the Compensation Committee considered how to incent such leadership, maintain positive morale among the Company’s employees, including the executive team, and retain key leaders in light of the Company’s aggressive growth objectives in 2024 and beyond. The Compensation Committee particularly focused on ways that it could incent continued high performance from the Company’s executive leadership during what was, and still is, a critical time for the Company given its growth objectives now and in the coming years and in view of the above-referenced, and other, headwinds. To facilitate stockholders’ review of the executive officer compensation program, we are providing details regarding the program and the performance and payouts related thereto.

We invite you to consider the details of our executive officer compensation program as disclosed more fully throughout this Proxy Statement. Regardless of the outcome of this “Say on Pay” vote, Artivion welcomes input from its stockholders regarding executive officer compensation and other matters generally related to the Company’s success. We believe in a corporate governance structure that is responsive to stockholder concerns. We view this vote as a meaningful opportunity to gauge stockholder approval of our executive officer compensation policies. Given the information provided in this Proxy Statement, the Board of Directors asks you to approve the following advisory resolution:

**“Resolved, that Artivion’s stockholders approve, on an advisory basis, the compensation paid to Artivion’s Named Executive Officers, as disclosed in this Proxy Statement.”**

### **Required Vote**

The votes cast for this proposal must constitute a majority of shares present, either in person or by proxy, and entitled to vote on this proposal in order for it to be approved. Accordingly, abstentions will have the same effect as an “Against” vote and broker non-votes will have no effect. As previously disclosed and approved by the stockholders, the Board of Directors currently submits a Say on Pay proposal annually. The annual frequency of this disclosure and approval was the subject of a vote of the stockholders at the Company’s 2023 Annual Meeting and was supported by more than 96% of stockholders who voted.

### **The Board of Directors’ Recommendation**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR”  
THE APPROVAL OF THE COMPENSATION PAID TO ARTIVION’S NAMED EXECUTIVE OFFICERS.**

## COMPENSATION DISCUSSION AND ANALYSIS

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This Compensation Discussion and Analysis describes the principles, objectives, and features of our executive compensation program as applied to our Chief Executive Officer and the other named executive officers included in the Summary Compensation Table of this Proxy Statement (collectively, our “Named Executive Officers” or “NEOs”). For 2024, our NEOs were:

- J. Patrick Mackin                      President, Chief Executive Officer, and Chairman of the Board of Directors
- Lance A. Berry                        Executive Vice President and Chief Financial Officer
- Jean F. Holloway                      Senior Vice President, General Counsel, Chief Compliance Officer, and Corporate Secretary
- John E. Davis                         Senior Vice President, Chief Commercial Officer
- Marshall S. Stanton                    Senior Vice President, Clinical Research and Chief Medical Officer

## EXECUTIVE SUMMARY

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The Compensation Committee (referred to in this section as the “Committee”) generally considers and approves executive officer compensation each year at a meeting held in the first quarter of the fiscal year. These compensation decisions take into account a variety of information and analyses, including, but not limited to, alignment of compensation vehicles with the Committee’s Compensation Philosophy, prior-year Company and individual executive officer performance (including the Company’s share price), current-year performance expectations and key business objectives, any changes in roles and responsibilities of executives, the external environment for talent, and competitive market data and market trends from various sources, including from the Committee’s independent compensation consultant and management.

### **2023 Say on Pay Vote and 2024 Program Decisions**

At Artivion’s Annual Meeting of Stockholders on May 14, 2024, 97% of the stockholder votes cast were in favor of our NEOs’ 2023 compensation. This advisory vote indicated strong stockholder support for our executive officer compensation program, including our NEO compensation, and is consistent with the fact that over the past four years, on average, 94% of stockholder votes cast were in favor of our NEOs’ compensation.

The Committee considered these advisory vote results on the 2023 executive compensation plan as it made compensation decisions for 2024. Based in part on this consideration, and together with individual executive officer performance, retention considerations, and the Company’s actual and expected performance as of February 2024, including its share price, as well as competitive market data and recommendations from various sources, including from the Committee’s independent compensation consultant and management, beginning in the fourth quarter of 2023, and concluding in February 2024, the Committee considered and approved the Company’s 2024 executive officer compensation programs as explained in more detail below.

As it did in 2023, and as explained in more detail below, the Committee determined to use full-year metrics for the 2024 incentive programs; however, unlike in 2023, the Committee included a non-financial, R&D-related metric for the annual performance share plan. The Committee then further considered the financial performance metrics and targets that would continue to incent the highest levels of performance from management during what was a critical time for the Company given its growth objectives, its commitments to deliver on stockholder value creation, and its desire to retain members of management it deemed key to the continued financial and operational success of the Company. The following is a summary of the Committee’s significant considerations and decisions made regarding NEO compensation for 2024:

- Except for Mr. Berry, whose first full year as the Company’s CFO was 2024, NEOs received 2024 base salary increases of 3.5%-4.0% as compared to 2023, based on considerations such as personal performance, Company performance, and market positioning;
- The Committee maintained the same percent-of-salary targets for 2024 cash bonuses that it used in 2023 to reflect Company performance and market positioning, at the following percentages of base salary: Mr. Mackin at 100%; Mr. Berry at 60%; and Ms. Holloway, Mr. Davis, and Mr. Stanton at 50%;

- As explained in more detail below, the Committee adopted the same financial metrics for the annual cash bonus plan and the annual performance share plan: (1) constant currency revenue growth and (2) adjusted EBITDA, concluding, with input from its advisors and management, that it was appropriate to use these metrics across both plans because they continued to be some of the most significant drivers of Company performance and stockholder value creation for 2024. The payout for the cash bonus was capped at 200% overall of target, inclusive of any adjustments for personal performance, and the payout for the performance share plan was also capped at 200% with no modifier for personal performance;
- In addition, and as explained in more detail below, the Committee adopted a non-financial, R&D-related metric as another metric for the annual performance share plan, concluding, with input from its advisors and management, that like constant currency revenue growth and adjusted EBITDA, these two R&D milestones—(1) the submission of two AMDS PMA modules (i.e., pre-clinical in Q3 2024 and QMS/MFG in Q4 2024) and (2) the submission of the Arcevo LSA IDE in Q4 2024—were significant drivers of stockholder value creation for the coming years beyond 2024 as the Company prepares to bring its portfolio of aortic stent graft products to the US market;
- Unlike in 2023, in 2024, the Committee decided to eliminate the use of options and to use only two types of annual equity vehicles (restricted stock units (“RSU”) and performance stock units (“PSU”)) for officer annual long-term incentive awards, determining that using only RSUs and PSUs was more in-line with current market trends and the Company’s proxy peers and better supported the Company’s compensation objectives. The allocation among the equity vehicles was split equally between RSUs and PSUs;
- The Committee increased the target annual equity value from 2023 to 2024 for all NEOs both as a reward for exceptional individual performance, and to bring annual equity targets more in-line with market medians for such officers, because those medians (particularly with respect to SVPs) increased over the past year. The target annual equity values for NEOs’ annual equity in 2024 were as follows: Mr. Mackin’s was \$3,608,903; Mr. Berry’s was \$1,500,000; Mr. Davis’s was \$800,000; Ms. Holloway’s was \$795,000; and Mr. Stanton’s was \$600,000. As in prior years, the 2024 annual equity grant gave executives the potential through superior performance to earn target equity payouts in range of the 75th percentile; and
- In February 2024, the Committee adopted a framework for the cash bonus and performance stock plans and the metrics for the 2024 incentive plans. The Committee finalized and approved the full-year financial metrics for both the 2024 cash bonus and performance share plans as follows: (a) for the cash bonus plan, (1) a metric of constant currency revenue growth in 2024 versus 2023 with a target of 10%, weighted at 50%, and (2) a metric based on performance to target adjusted EBITDA with a target of \$70 million, also weighted at 50%; and (b) for the performance share plan, the same metrics of constant currency revenue growth and adjusted EBITDA, weighted at 50% and 30%, respectively. In addition, for the performance share plan, the Committee finalized and approved the following non-financial R&D-related metric, weighted at 20%: (1) the submission of two AMDS PMA modules to the US Food and Drug Administration (“FDA”) in 2024 (i.e., pre-clinical in Q3 2024 and QMS/MFG in Q4 2024) and (2) the submission of the Arcevo LSA IDE to the FDA in Q4 2024. If both R&D milestones were achieved, then the payout for the R&D metric was the greater of target (100%) or the weighted average achievement of the revenue and adjusted EBITDA metrics.

### ***Incentive Plan Adjustments***

As discussed above, in February 2024, the Committee established financial metrics and targets for the cash bonus plan as well as the performance share plan. In February 2025, the Committee evaluated the Company’s full-year financial results for 2024, including the impact of and management’s response to the Cybersecurity Incident on those results. The Committee determined that the Cybersecurity Incident, while only temporarily disrupting the Company’s business operations, resulted in a \$4.6 million impact on revenue and a \$2.6 million impact on adjusted EBITDA for fiscal 2024. The Committee further determined that, but for the Cybersecurity Incident, the Company’s 2024 proforma revenue likely would have been \$393.1 million (10.7% constant currency growth), and its adjusted proforma EBITDA likely would have been \$73.9 million (37% growth), as opposed to the Company’s actual results of \$388.5 million in revenue (9.4% constant currency growth) and adjusted EBITDA of \$71.3 million (32% growth). Based on these proforma results excluding the Cybersecurity Incident, the cash bonus plan payout would have been 148% and the performance share plan payout would have been 142%. Actual results, including the negative impact of the Cybersecurity Incident on revenue and adjusted EBITDA, would have reduced the incentive plan payouts to 116% and 104% for the cash bonus plan and performance share plan, respectively.

Given that these reductions to the incentive plan payouts were largely beyond management’s control, coupled with the Committee’s view that management responded exceptionally well to the Cybersecurity Incident—e.g., (1) emergency shipments were supported within twenty-four hours, (2) the Company created manual workarounds to support the business,

including shipments, production, payroll, and order tracking, (3) the Company does not expect to lose any customers as a result of the Cybersecurity Incident, (4) the 2024 revenue and adjusted EBITDA remained within the Company's guidance, and (5) the Company has continued to make all required SEC filings and other required reporting on a timely basis—combined with the stockholder value created during 2024 with the Company's stock price increasing nearly 60%, the Committee determined that the appropriate approach would be to use discretion in considering performance against the revenue and adjusted EBITDA metrics. Accordingly, the Committee approved payouts under both the cash bonus and performance share plans at 130% of target, which is below the payouts based on proforma results under those plans discussed above had the Company never experienced the Cybersecurity Incident, but above the payouts based on actual results.

Additionally, in February 2025, the Committee evaluated the Company's performance against the above-described R&D milestones. The Committee determined that while the Company did not file the Arcevo LSA IDE with the FDA until the first week of January 2025, the Company was prepared to submit the IDE in December 2024, but acquiesced to a request from the FDA that the Company not file the IDE until January 2025, a delay that will not likely impact the Company's overall progress toward FDA approval. Accordingly, the Committee determined that the Company successfully achieved the R&D metric, which was factored into the Committee's decision to pay the cash bonus and performance share plans at 130% of target.

### ***Pay-for-Performance Alignment, Including Incentive Plan Designs and Metrics***

The Committee believes it has developed a compensation program that ensures that the interests of the Company's executive officers, including its NEOs, are aligned with those of its stockholders by strongly linking executive officer compensation with Company and personal performance at levels such that executive officers are incented to drive long-term value creation, especially given the Company's growth objectives in the coming years. The key pay-for-performance aspects of the 2024 executive officer compensation program are described below:

- 50% or more of each NEO's total target direct compensation is in the form of variable pay tied to individual and Company performance;
- Short-term incentives are designed to be based on constant currency revenue growth and adjusted EBITDA, factors that are believed to create significant stockholder value creation, and over which executive officers are believed to have substantial control, and that are intended to incentivize executive officers to achieve Company target performance on these key financial metrics;
- Targets for short-term incentive opportunities are set at challenging levels designed to incentivize executive officers to achieve business growth at or above levels expected by stockholders, while setting up the Company for long-term success and continued growth;
- Annual long-term incentive opportunities are equity-based and include performance stock units, which are designed to be earned only if specified results at challenging levels for revenue, adjusted EBITDA, and key non-financial metrics are attained, thereby incentivizing executive officer performance that furthers the Company's strategic goals and drives stockholder value. Such performance stock units, however, are not fully earned if such challenging levels are not met;
- NEOs are subject to stock ownership requirements to ensure alignment with stockholders and to encourage executive officers to maintain a long-term view of Company performance; and
- Our Clawback Policy is designed to diminish the likelihood that executive officers unjustly benefit in cash or equity from material misstatements in our financial statements, or from restatements that correct errors that are not material to previously issued financial statements but would result in a material misstatement if corrected or left uncorrected in a current financial reporting period.

As described in this Proxy Statement, in 2024, the executive officer compensation program effectively delivered pay-for-performance as follows:

- In 2024, we achieved constant currency revenue growth of 9.4%, and adjusted EBITDA of \$71.3 million (a 32% increase over 2023), both of which were within the Company's guidance. We also made three important regulatory filings with the FDA that are essential to the Company's plans to bring its portfolio of aortic stent graft products to the US market. Without the Committee's above-described adjustments, this performance resulted in payouts of 116% for the cash bonus plan (adjusted to 130%) and 104% for the annual performance share plan (adjusted to 130%).

Throughout this Proxy Statement, we refer to revenue and adjusted EBITDA. Adjusted EBITDA reflects adjustments to measures reported under U.S. generally accepted accounting principles (“GAAP”). Appendix A to this Proxy Statement provides certain required information related to these non-GAAP measures, including a reconciliation to our audited U.S. GAAP financial statement measures for 2024, as presented in our 2024 Form 10-K filed on February 28, 2025.

## **ROLES AND RESPONSIBILITIES**

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### ***Compensation Committee***

The Committee determines and approves the compensation of Artivion’s executive officers, including the NEOs, except that it jointly determines and approves with the Corporate Governance Committee the compensation of Artivion’s Chief Executive Officer. The Committee is supported by the Chief Executive Officer, other executive officer management, an independent compensation consultant, and other advisors that the Committee, or management on its behalf, consults from time to time, as well as information and data supplied by each of these persons. The consultant attends Committee meetings when invited and provides input, information, and data as requested by the Committee. The Committee regularly meets in executive session without the Chief Executive Officer or any members of management present. For 2024, the Committee made compensation decisions based on its own considerations and analyses, the Compensation Philosophy of the Committee, as well as on information provided by and recommendations from the Committee’s independent compensation consultant, other advisors, and management. Our Chief Executive Officer does not exercise any decision-making authority over his own compensation and does not participate in Compensation or Corporate Governance Committee meetings or Board meetings regarding his own compensation, except during his annual performance review to discuss his own performance and compensation with those Committees or the Board.

### ***Independent Compensation Consultant***

The Committee has the authority to engage consultants, including compensation consultants, to assist with its responsibilities. With respect to general executive officer compensation decisions made during fiscal 2024 and regarding 2024 compensation, the Committee retained Willis Towers Watson as its primary compensation consultant for general executive officer compensation matters. The compensation consultant reports directly to the Committee, is directed by the Committee, and provides only those services authorized by the Committee. The compensation consultant provides no other services to Artivion. The compensation consultant generally performs an annual review of officer compensation and biennial review of non-employee director compensation, analyzes the relationship between executive officer pay, including that of our Chief Executive Officer, and Company performance, compares executive officer and non-employee director compensation against such compensation of appropriate comparable companies and industry standards, informs the Committee of emerging practices and trends, assists with special projects at the request of the Committee, and attends Committee meetings when invited. In February 2024, and again in February 2025, the Committee assessed the independence of Willis Towers Watson pursuant to applicable SEC and NYSE rules and concluded that Willis Towers Watson was independent and its work for the Committee did not raise any conflict-of-interest concerns.

## COMPENSATION PHILOSOPHY AND OBJECTIVES

The Committee's Compensation Philosophy is to attract, retain, motivate, and reward executive officer talent that has the capability, and is appropriately incented, to deliver on the Company's short and long-term growth and other strategic objectives and on the Company's commitments to its stockholders, in particular long-term value creation. To that end, the Company has designed the compensation program to align with corporate strategy and short-term and long-term objectives, achieve market competitiveness, emphasize pay-for-performance, align with stockholder interests, balance the interests of key stakeholders, incent management to address unforeseen challenges, and recognize the unique attributes specific to Artivion and its executive officer team. Each primary component of compensation is intended to accomplish one or more of these objectives, as summarized in the table below.

Compensation Component	Primary Purpose	Form	Performance Linkage
Base Salary	Provide sufficiently competitive pay to attract, retain, motivate, and reward experienced and capable executive officer talent.	Cash	Base salaries are determined based on individual executive officer performance, competitive market positioning, internal pay equity, and other factors. In addition, Company performance impacts the decision as to whether any salary adjustments are made when they are established in February of each year.
Short-Term Incentive	Encourage and reward both individual achievement of performance objectives and aggregate Company performance against short-term financial and operating goals, maintain market competitiveness for top executive officer talent, and recognize the unique attributes an executive officer brings to the Company.	Cash	Short-term incentive payouts are 100% performance-based, with the structure for fiscal 2024 having payouts based 50% on entire-year constant currency revenue growth during 2024 and 50% on entire-year adjusted EBITDA during 2024. The payout can then be increased or reduced by up to 20% based on individual executive officer performance, up to an overall cap of 200%.
Long-Term Incentive – Annual Equity	Encourage and reward long-term stockholder value creation, retain highly capable executive officer talent, and facilitate long-term stock ownership among our executive officer team to further align executive officer and stockholder interests.	Performance Stock Units Restricted Stock Units	PSUs are earned only if specific levels of Company performance are achieved during the relevant performance period. For fiscal 2024, annual PSU payouts were based 50% on entire-year constant currency revenue growth during 2024, 30% on entire-year adjusted EBITDA during 2024, and 20% on the Company's achievement of a key R&D metric during 2024, up to a cap of 200% for each individual metric and overall.

## COMPENSATION MIX

The Committee approves the primary components of the executive officer compensation program and generally intends for it to provide more variable pay opportunities than fixed pay opportunities and to place significant weight on long-term incentive opportunities. The Committee believes that this results in a pay program that aligns pay and performance. The following table summarizes the original target pay mix for the NEOs for fiscal 2024 as determined by the Committee in February 2024.

Compensation Component	Mackin	Berry	Holloway	Davis	Stanton
Salary (\$) <sup>(1)</sup>	806,904	500,000	425,639	406,855	409,593
Short-Term Incentive (at target) (\$) <sup>(2)</sup>	806,904	300,000	212,820	203,428	204,797
Long-Term Incentive <sup>(3)</sup>					
- Annual Equity (Grant Date Fair Value at target) (\$)	3,608,101	1,499,980	794,989	800,016	599,992
Target Total Direct Compensation (\$)	5,221,909	2,299,980	1,433,448	1,410,299	1,214,382
% Fixed <sup>(4)</sup>	15.5	21.7	29.7	28.8	33.7
% Variable <sup>(5)</sup>	84.5	78.3	70.3	71.2	66.3
% Short-Term Compensation <sup>(6)</sup>	30.9	34.8	44.5	43.3	50.6
% Long-Term Compensation <sup>(7)</sup>	69.1	65.2	55.5	56.7	49.4

(1) Salary was set by the Committee in February 2024.

(2) Like in 2023, Short-Term Incentive (cash bonus) was tied only to financial metrics.

(3) Long-Term Incentive - Annual Equity is based on a grant date closing share price of \$20.27.

(4) Salary as a percentage of Target Total Direct Compensation.

(5) Short-Term Incentive plus Long-Term Incentive as a percentage of Target Total Direct Compensation.

(6) Salary plus Short-Term Incentive as a percentage of Target Total Direct Compensation.

(7) Long-Term Incentive as a percentage of Target Total Direct Compensation.

## MARKET ANALYSIS

As part of its decision-making process, the Committee requests and reviews relevant market data regarding executive officer compensation levels, Company performance, and the relative relationship between executive officer pay and Company performance. The Committee, however, views this data as one of many inputs into its decision-making process, which also includes other assessments of the Company's performance, assessments of each executive officer's performance, the need to address unforeseen challenges, significant changes in roles and responsibilities, internal pay equity among executive officers, and retention considerations.

Each year, the Committee reviews and considers an executive officer compensation study prepared by Willis Towers Watson, additional compensation data provided by management, and internal equity information. The executive officer compensation study is typically completed in the fourth quarter of the fiscal year and is used to inform the Committee's decisions regarding the subsequent fiscal year's compensation. Accordingly, the relevant study and market information reviewed by the Committee with regard to fiscal 2024 officer compensation was presented to the Committee in the fourth quarter of fiscal 2023. We refer to this study as the "2023 Study." The Committee reconsidered the 2023 Study for continued applicability at its first quarter 2024 meetings. As in prior years, the 2023 Study assessed both the competitiveness of pay levels, generally and by certain specific positions, as well as the alignment of pay with Company performance.

The Company's 2023 compensation peer group, which is described in more detail below, had median revenues of \$359.2 million, based on the latest figures available at the time the 2023 Study was prepared, and median market capitalization as of June 2023 of \$785.2 million. In addition to using officer pay information as disclosed by companies in the compensation peer group, the 2023 Study used survey data drawn from a compensation survey of U.S. companies, including medical device companies with targeted revenues of \$200 million - \$1 billion, in order to approximate the Company's estimated revenue for 2024. With respect to all NEOs included in the 2023 Study, the data in the study was a blend of the 2023 peer group and the survey information. In each case, Willis Towers Watson trended the compensation data forward to January 1, 2024 by a factor of 3.0%.

The following peer companies were used for the 2023 Study.

Peer Company <sup>(1)</sup>	FYE Revenue <sup>(2)</sup> (\$)
Avanos Medical, Inc.	814.3
Inogen, Inc.	369.0
Axogen, Inc.	144.2
Orthofix Medical, Inc.	529.5
Glaukos Corp.	289.1
Nevro Corp.	414.9
Accuray Incorporated	439.3
Inari Medical, Inc.	412.9
Tactile Systems Technology, Inc.	257.7
Alphatec Holdings, Inc.	389.0
AngioDynamics, Inc.	338.8
Zynex, Inc.	169.3
AtriCure, Inc.	349.3
iRhythm Technologies, Inc.	430.0
Cutera, Inc.	249.4
Silk Road Medical, Inc.	150.7
Median	359.2
<b>Artivion's 2024 Revenue</b>	<b>388.5</b>

<sup>(1)</sup> The Committee believed that the pay practices of these companies provided a useful reference point for pay and performance comparisons at Artivion, especially considering Artivion's anticipated growth.

<sup>(2)</sup> Latest FYE revenue, in millions, at the time the peer group was developed.

The following survey source was used in the 2023 Study:

- 2023 Radford Executive Survey.

The peer companies were recommended by Willis Towers Watson and considered and approved by the Committee. In approving the peer group, the Committee considered the fact that each company is (or was at the time) publicly traded, operates in a similar industry, is similar in size, scope, and complexity, and is reasonably representative of our pool for executive officer talent, although Artivion routinely recruits from much larger medical device companies. The Committee also concluded that the companies are (or were at the time) within a reasonable range of Artivion's historical, current, or projected revenues. Nonetheless, the Committee reviews and considers changes to the peer group and survey sources in connection with each year's study. It does so to ensure that the peer group and survey sources continue to reflect appropriate reference points for Artivion. For example, in the third quarter of 2024, for purposes of evaluating the compensation to be paid to executives in fiscal year 2025, the Committee (at the recommendation of Willis Towers Watson) made several changes to the peer group that the Committee had used for its 2023 analysis, namely: (1) Glaukos Corp., Cutera, Inc., Zynex, Inc., and Silk Road Medical, Inc. were removed; and (2) Tandem Diabetes Care, Inc., STAAR Surgical Company, TransMedics Group, Inc., and Paragon 28, Inc. were added to the peer group. These changes were made to the peer group used for benchmarking 2025 executive compensation to address, among other things, consolidation and other strategic transactions in the medical device industry in 2024, and to ensure an appropriate balance of medical device companies with whom the Company competes for talent, both in terms of revenue, projected revenue growth, market capitalization, and workforce size.

## 2024 COMPENSATION COMPONENTS

The primary components of Artivion's executive officer compensation program are base salary, short-term incentives, and long-term incentives. Artivion also provides executive officers with tax-deferred savings opportunities, participation in Company-wide benefits programs, and limited perquisites.

## 2024 Base Salary

The Committee generally reviews base salary levels each February as part of its overall review and approval of the executive officer compensation program. Based on its review in late 2023 and early 2024, the Committee determined it was appropriate to increase the NEOs' base salaries, except for Mr. Berry, 3.5-4.0% above 2023 levels.

Executive Officer	2023 (\$)	2024 (\$)	Increase (%)
Mackin	775,869	806,904	4.0
Berry	500,000	500,000	—
Holloway	411,245	425,639	3.5
Davis	391,207	406,855	4.0
Stanton	395,742	409,593	3.5

### Analysis

The 2023 Study showed that the base salaries for our NEOs were within a competitive range of 95-111% of the median for similarly situated employees at companies in the Company's peer group. Based on input from management and in consultation with Willis Towers Watson, the Committee approved merit increases for 2024 for all executive officers, except for Mr. Berry, of 3.5-4.0%. In approving salary increases for NEOs, the Committee considered current market positioning, both individual and Company performance during 2023, and the Company's budget for salary increases generally for all employees. Mr. Berry's 2023 salary was prorated based upon his December 4, 2023 start date, and was not increased for 2024 given his December 2023 start date and the fact that 2024 was his first full year as the Company's CFO.

### 2024 Short-Term Incentives – The 2024 Cash Bonus Plan

In February 2024, the Committee adopted the "2024 Cash Bonus Plan" as set forth above at page 28.

### Analysis – Program Design

The table below shows the performance metrics set for the 2024 Cash Bonus Plan as finalized in February 2024.

Performance Measure	Weight (%)	Threshold	Target	Stretch	Maximum
Revenue Growth Rate; Constant Currency (2024 v. 2023)	50	5.0% growth	10.0% growth	12.0% growth	16.0% growth
Financial Metric Potential Payouts (%)		30	100	150	200
2024 Adjusted EBITDA		\$57,400,000	\$70,000,000	\$72,500,000	\$75,000,000
Financial Metric Potential Payouts (%)	50	30	100	150	200

- The final payout can be increased or decreased, up to 20%, based on an individual executive officer's performance, subject to an overall cap of 200%.

The Committee believed that the 2024 threshold and target performance levels for the constant currency revenue and adjusted EBITDA metrics were challenging and would drive stockholder value creation. In addition, the 2024 revenue and adjusted EBITDA target performance levels were within the range of 2024 guidance publicly announced by Artivion in the first quarter 2024.

In arriving at its decision to approve the 2024 final metrics and payouts, the Committee took into consideration the following:

- The Committee's belief that the core plan design and its pay-for-performance orientation achieved the objectives of the Committee's Compensation Philosophy;
- The Committee's belief that the achievement of target constant currency revenue growth and adjusted EBITDA was key to incentivizing executive officers to achieve Company performance that will further the Company's strategic business plan and ultimately deliver value to stockholders, without encouraging excessive risk taking by executive officers;

- The plan's similarity to the short-term incentive plans of the Company's peer group companies;
- Artivion's 2023 performance, and whether any changes to performance metrics were required to achieve 2024 business goals; and
- Recent historical payout levels that the Committee believed indicated that performance goals over the last few years had been set at reasonably challenging levels.

Overall, the Committee believed the 2024 Cash Bonus Plan was appropriately incentivizing given the executive officers' roles and authority within Artivion, and that the size of the incentives was appropriate based on the 2023 peer group information and internal pay equity considerations.

#### Analysis – Plan Payout

As set forth above at page 28, the 2024 Cash Bonus Plan payouts in early 2025 were based on actual financial performance results of Artivion relative to the predetermined goals and adjusted by the Committee to account for the Committee's overall assessment of management's performance during 2024, including considering the impact of and management's response to the Cybersecurity Incident.

Mr. Mackin's 2023 Cash Bonus Plan payout in early 2025 was also based on the same considerations. The Board of Directors reviewed Mr. Mackin's individual performance relative to his individual goals for 2024 and, after receiving the Committee's certification of the 2024 performance metrics and the Committee's recommendation to adjust the metrics to account for the Committee's overall assessment of management's performance during 2024, including considering the impact of and management's response to the Cybersecurity Incident, approved the Chief Executive Officer's bonus payout at the amount set forth below.

The following tables show the performance results for the 2024 performance metrics, the payout as adjusted by the Committee as noted above, and that there were no personal-performance modifications to the short-term incentive paid to each NEO.

#### 2024 Annual Incentive Program (Cash Bonus Plan) Actual vs. Target Performance

Performance Measure	Weight (%)	Actual Performance	Target Performance	Adjusted Payout % of Target (%)
Revenue Growth Rate; Constant Currency (2024 v. 2023)	50.0	9.4% growth	10.0% growth	130.0
2024 Adjusted EBITDA	50.0	\$71,300,000	\$70,000,000	130.0
- The final payout can be increased up to 20%, based on an individual executive officer's performance.				
- The final payout cannot exceed 200% of target payout.				

See Appendix A for further details regarding the adjusted EBITDA measure.

#### 2024 Annual Incentive Program (Cash Bonus Plan) Actual vs. Target Payout

Executive Officer	Actual Payout (\$)	Target Payout (\$)	Company Performance Adjusted Payout % of Target (%)	Personal Performance Modifier (%)	Adjusted Total Payout % of Target (%)
Mackin	1,048,975	806,904	130.0	0.0	130.0
Berry	390,000	300,000	130.0	0.0	130.0
Holloway	276,665	212,820	130.0	0.0	130.0
Davis	264,456	203,428	130.0	0.0	130.0
Stanton	266,235	204,797	130.0	0.0	130.0

## 2024 Long-Term Incentives – Annual Equity

Based on input from management, and in consultation with Willis Towers Watson, starting in the fourth quarter of 2023, the Committee considered the 2024 Annual Long-Term Incentive Program, and in the design of the 2024 program, determined to use a mix of equity awards split equally between RSUs and PSUs. This mix may be altered for executive officers located outside of the U.S. to accommodate local tax issues.

The Committee determined that the estimated grant date fair value of the awards under the Annual Long-Term Incentive Program in 2024 would be established at the levels disclosed in the table below to remain market competitive, as reflected in the 2023 Study. Market comparisons were based on the Company's current financial statistics, such as annual revenue and market cap, as well as the anticipated growth of the Company and the continued increase in the complexity of the Company's business following the acquisitions of JOTEC AG in fiscal 2017 and Ascyrus Medical LLC in fiscal 2020, the distribution agreement with Endospans Ltd., which commenced in 2019, the divestiture of the PerClot business with an ongoing transition manufacturing agreement with Baxter Healthcare Corp., the ongoing transition to the MDR in Europe, and the Company's rapid growth in international markets, in particular the Asia Pacific and Latin American markets during 2023 and continuing into 2024.

To arrive at the number of shares of RSUs and target PSUs to be granted, the Committee directed management to determine the number of units of restricted stock and target performance stock units using the closing share price of the Company's stock on the grant date. Grants generally were made on the first permissible trading day following the Committee's approval of such awards. In this instance, grant values approved by the Committee were converted to units using a stock price of \$20.27 for the RSU and PSU grants, the closing price on February 23, 2024 when those grants were made.

For 2024, the Committee adopted the PSU performance measures as set forth above at page 28.

The following table provides the 2024 equity awarded through the Annual Long-Term Incentive Program to the NEOs as approved by the Committee.

2024 Annual Equity Grant Level		
Executive Officer	Performance Stock Units <sup>(1)</sup> (#)	Restricted Stock Units <sup>(2)</sup> (#)
Mackin	89,001	89,001
Berry	37,000	37,000
Holloway	19,610	19,610
Davis	19,734	19,734
Stanton	14,800	14,800

<sup>(1)</sup> Reflects the target performance stock unit award level. The actual number of PSU shares earned was based on performance factors determined by the Committee. Actual earned shares vest 1/3 on the later of the first anniversary of the award date or the first available date after the Committee certifies the prior year's financial metric results (determined to be March 6, 2025, the first date that the awards could be released following the date that the Company filed its Form 10-K for fiscal 2024); 1/3 on the second anniversary of the award date; and 1/3 on the third anniversary of the award date.

<sup>(2)</sup> Restricted stock units vest 1/3 on the first anniversary of the award date; 1/3 on the second anniversary of the award date; and 1/3 on the third anniversary of the award date.

### Analysis – Program Design

In approving the 2024 long-term incentive grant values awarded through the Annual Long-Term Incentive Plan in February 2024, the Committee considered the following factors:

- Updated market competitiveness analysis by the independent compensation consultant;
- Increased size, geographic scope, and business complexity of the Company, and the continued expansion into Asia Pacific and Latin America, resulting in significant growth in those regions that included the creation of numerous new subsidiaries over the past two years;

- Regulatory and clinical challenges associated with the transition to the MDR in Europe and the introduction of the Company's aortic stent graft products into the U.S. market;
- 2023 personal and Company performance;
- The Committee's continued desire to have a mix of value among restricted stock and performance stock units for the annual awards;
- The compensation program's design, which emphasizes pay-for-performance and aligns executive officer performance (and resulting compensation) with stockholder interests;
- Performance and retention incentives achieved through the use of annual equity grants; and
- The parameters of Artivion's stockholder-approved equity plan, the 2020 ECIP, and the availability of shares under that plan.

The Committee determined vesting schedules in consultation with Willis Towers Watson and management and believed that such vesting provided the appropriate long-term incentive and retention for executive officers' continued employment. All annual long-term incentive (time-based) awards vest over a three-year period.

#### *Analysis – Plan Payout – PSUs Earned*

As set forth above at page 28, in arriving at its decision in February 2025 to certify the PSUs earned by NEOs, the Committee took into consideration the Company's actual performance results relative to the above-described metrics and adjusted the payout to account for the Committee's overall assessment of management's performance during 2024, including considering the impact of and management's response to the Cybersecurity Incident. The following table presents the threshold, target, and maximum performance levels associated with threshold, target, and maximum award opportunities, which fall on a sliding scale for the 2024 annual PSU award grants. The table also provides the actual performance level for 2024, as certified and adjusted by the Committee, together with the associated level of shares that were earned.

#### **2024 Performance Stock Units – Annual Award Actual vs. Threshold/Target/Maximum Performance**

Performance Measure	Threshold Performance	Target Performance	Maximum Performance	Actual Performance	Adjusted Payout % of Target (%)
Revenue Growth Rate; Constant Currency (2024 v. 2023)	5.0% growth	10.0% growth	16.0% growth	9.4% growth	130.0
Financial Metric Potential Payouts (%)	30	100	200	—	—
2024 Adjusted EBITDA	\$57,400,000	\$70,000,000	\$75,000,000	\$71,300,000	130.0
Financial Metric Potential Payouts (%)	30	100	200	—	—
R&D Metric Potential Payouts (%)	—	100	—	Achieved	130.0

- Performance measures are weighted as follows: cc revenue growth rate at 50%; adjusted EBITDA at 30%; and R&D milestones at 20%.
- The combined resulting final payout, as adjusted, was 130.0% of target.

See Appendix A for further details regarding the constant currency and adjusted EBITDA measures.

The 2024 PSU payouts in early 2025 were based on actual financial performance results of Artivion relative to the predetermined goals and adjusted by the Committee to account for the Committee's overall assessment of management's performance during 2024, including considering the impact of and management's response to the Cybersecurity Incident, as set forth above at page 28.

The PSU awards will vest based on the executive officer's continued service: 1/3 of the shares earned vested on February 28, 2025 (following the Committee's certification of the adjusted payout of shares under the performance metrics); 1/3 of the shares earned will vest on February 23, 2026; and the remaining 1/3 of the shares earned will vest on February 23, 2027, assuming that (i) the executive officer continues to be employed by the Company on those dates, (ii) if the executive officer is no longer employed, the Committee waives the employment requirement, or (iii) the executive officer has retired in accordance with the definition of Retirement set forth in Artivion's PSU grant agreement.

The following table shows the target payout and the adjusted payout of PSUs granted to each NEO based on the 2024 performance metrics.

**2024 Annual Incentive Program (Annual PSU Plan)  
Actual vs. Target Payout**

Executive Officer	Actual Payout (Shares)	Target Payout (Shares)	Adjusted Payout % of Target (%)
Mackin	115,701	89,001	130.0
Berry	48,100	37,000	130.0
Holloway	25,493	19,610	130.0
Davis	25,654	19,734	130.0
Stanton	19,240	14,800	130.0

**2024 Annual Target Total Direct Compensation**

The Committee believed that the blend of annual salary, cash bonus, RSUs, and PSUs appropriately achieved the performance, stockholder alignment, and retention objectives of Artivion's compensation program. The Committee believes that the use of multiple award types is a common practice among industry peers and that the use of PSUs creates an even stronger alignment between pay and performance. The Committee believes that, in addition to incenting long-term performance, annual equity awards encourage continuous performance and retention by reflecting Company success (and changes in the stock price) year over year.

The Committee used a value-based approach, rather than number of shares, to determine the size of 2024 annual equity grants, as it believed that such an approach more accurately matched the intended value of the equity and intended compensation. The Committee applied vesting schedules for the 2024 equity awards that it believes provided the appropriate annual long-term incentive to retain executive officers.

In determining the individual components of the executive officers' 2024 annual compensation (i.e., salary, target short-term incentive, and annual long-term incentive), the Committee evaluated the resulting target annual total direct compensation against market benchmarks, as set forth below, accounting for the Committee's desire to have target annual total direct compensation generally within a competitive range of the Company's peer group median. The following table summarizes the NEOs' 2024 target annual total direct compensation, the peer group median, and the primary rationale for each NEO's compensation at the level shown.

Executive Officer	2024 Target Total Direct Compensation Opportunity <sup>(1)</sup> (\$)	Peer Median <sup>(2)</sup> (\$)	Primary Rationale <sup>(3)</sup>
Mackin	5,221,909	4,665,000	Within a competitive range of the 50th percentile
Berry	2,299,980	2,200,000	Within a competitive range of the 50th percentile
Holloway	1,433,448	1,460,000	Within a competitive range of the 50th percentile
Davis	1,410,299	1,395,000	Within a competitive range of the 50th percentile
Stanton	1,214,382	1,185,000	Within a competitive range of the 50th percentile

(1) Equity grant value based on a grant date closing share price of \$20.27. Performance stock units are included at target award levels/values.

(2) Based on data provided by Willis Towers Watson.

(3) Competitive range for Chief Executive Officer, Chief Financial Officer, and Senior Vice Presidents total direct compensation is intended to be positioned at the market median; however, total direct compensation is intended to fall between the market median and 75<sup>th</sup> percentile, driven by superior performance. Willis Towers Watson provided guidance for compensation for all NEOs.

**Equity and Cash Incentive Plans**

In May 2015, the stockholders approved certain amendments to the 2009 Equity and Cash Incentive Plan (the "2009 ECIP") that were recommended by the Board of Directors based on management's recommendation and in consultation with Willis Towers Watson. The 2015 amendments included new provisions for cash-based incentive payments that

were intended to comply with the requirements to be “qualified performance-based compensation” under Section 162(m) (“Section 162(m)”) of the Internal Revenue Code (as amended, the “Code”). In May 2016, the stockholders approved certain further amendments to the 2009 ECIP that were also recommended by the Board of Directors based on management’s recommendation and in consultation with Willis Towers Watson. The 2016 amendments included a separate, lower cap for awards to individual non-employee directors and a higher annual cap for awards to individual employees. In May 2018, the stockholders approved a proposal for authorization of an additional 1.9 million shares for the 2009 ECIP, which were registered in February 2019. The 2009 ECIP expired May 21, 2021.

At the 2020 Annual Meeting, the stockholders approved the 2020 ECIP and 2,675,000 shares of initial funding. In May 2023, the stockholders approved a proposal for authorization of an additional 3.04 million shares for the 2020 ECIP, which were registered in June 2023. All equity and incentive cash compensation delivered for work or performance in 2024 was issued under the 2020 ECIP.

#### **2024 Deferred Compensation**

The Artivion, Inc. Executive Deferred Compensation Plan allows certain key employees of Artivion, including the NEOs, to defer receipt of up to 75% of each of their salaries, commissions, and/or the cash portion of any bonus awarded pursuant to the short-term executive officer incentive plan. The plan’s administrative committee, subject to ratification and approval of the Committee, establishes the maximum and minimum percentages of bonus awards that plan participants may defer in each plan year. For 2024, these percentages were 0% for each of base salary and commissions and were 75% for the annual cash bonus. Because this plan provides for tax-deferred growth of deferred compensation, it is an incentive that the Company uses to attract and retain executive officer-level talent.

#### **2024 Perquisites**

It is Artivion’s policy not to provide perquisites to its executive officers without prior approval of the Committee. To the extent that perquisites are incidental to a business-related expense, such as personal use of a business club, the NEOs are generally required to reimburse Artivion for any incremental cost of such personal benefit. Other than these incidental personal benefits, none of our NEOs receive any perquisites that are not also provided on a non-discriminatory basis to all full-time employees, except for Mr. Mackin, whose compensation is discussed at Employment, Separation and Release, and Change of Control Agreements below, and except for supplemental disability insurance, airline club and other club memberships, auto allowance, and relocation assistance provided to certain of the NEOs. In keeping with Artivion’s practice with respect to all full-time employees, NEOs are also eligible to receive certain benefits upon achieving employment milestones, including receiving \$5,000 upon reaching 15 years of service with Artivion and \$10,000 upon reaching 20 and 25 years of service with Artivion.

### **EMPLOYMENT, SEPARATION AND RELEASE, AND CHANGE OF CONTROL AGREEMENTS**

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#### **Employment Agreement with J. Patrick Mackin**

In July 2014, the Board of Directors appointed Mr. Mackin as President and Chief Executive Officer effective September 3, 2014, and Artivion and Mr. Mackin entered into an employment agreement (the “Mackin Agreement”). The Mackin Agreement addresses Mr. Mackin’s role and responsibilities as our President and Chief Executive Officer, his rights to compensation and benefits during active employment, and his termination benefits. The Board of Directors determined that it was appropriate to provide Mr. Mackin with an employment agreement due to the Company’s desire to attract and retain high-performing individuals for this role.

The material terms of the Mackin Agreement and his potential termination payments are further described and quantified at Potential Payments Upon Termination or Change of Control – J. Patrick Mackin beginning on page 52.

#### **Employment Agreements with Other Named Executive Officers**

Artivion is not party to employment agreements with Messrs. Berry, Davis, or Stanton or with Ms. Holloway that provide any guarantee of employment. They are at-will employees.

## **Change of Control Agreements with Other Named Executive Officers**

On November 21, 2016, Artivion entered into change of control agreements with Mr. Davis and Ms. Holloway. In August 2022, Artivion entered into new change of control agreements with Ms. Holloway and Mr. Davis; however, these new agreements contained only minor, non-substantive revisions to reflect Artivion's rebranding and reincorporation into Delaware. In December 2023, Artivion entered into a change of control agreement with Mr. Berry. Mr. Mackin's change of control arrangements are set forth in the Mackin Agreement. The change of control agreements, which automatically renew absent Company action, generally provide that the Company will pay a severance payment if the NEO is terminated by the Company without cause or the NEO terminates his or her own employment for good reason during a period extending from six months before to two years after a change of control of Artivion. This is a "double-trigger" provision that requires not only a change of control of Artivion but also an employment action before payments are required pursuant to the agreements. The Committee approved termination payments under the agreements for certain NEOs based on their officer status and ability to influence decisions regarding whether or not a change of control transaction should be pursued, with Mr. Berry, Ms. Holloway, and Mr. Davis each entitled to receive a payment of 1.5x base salary and cash bonus plus healthcare coverage.

## **ADDITIONAL POLICIES AND PRACTICES**

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### **Clawback Policy**

Artivion has a standalone Clawback Policy that requires the Company, acting through the Committee, to recover excess incentive compensation—in cash bonus or equity form—that was paid to any current or former officer during the three fiscal years prior to the Company issuing a material accounting restatement of its previously issued financial statements, or issuing a restatement that corrects errors that are not material to previously issued financial statements, but that would result in a material misstatement if corrected or left uncorrected in a current financial reporting period, as a result of noncompliance with any financial reporting requirement under federal securities law, unless the Committee determines that such recovery would be impracticable, as that term is defined in the Clawback Policy. Excess incentive compensation is defined in the Clawback Policy as incentive compensation that would not have been earned under the restated financial statements. The Clawback Policy does not require fault or negligence on the part of the officer for the clawback to occur.

The Committee shall determine in its sole discretion, after consultation with its advisors and with the Audit Committee, whether a restatement of the Company's financial statements is "material," "corrects errors that are not material to previously issued financial statements, but that would result in a material misstatement if corrected or left uncorrected in a current financial reporting period," or was "a result of noncompliance with any financial reporting requirement under the federal securities laws."

### **Stock Ownership Guidelines**

Artivion maintains stock ownership guidelines for executive officers that have been recommended and approved by the Committee, the Corporate Governance Committee, and the Board of Directors. The current stock ownership guidelines were adopted in November 2015 and require the following stock ownership requirements:

- a. **Section 16 Officers:** Each Section 16 Officer of the Company shall continuously hold a value of the Company's common stock equal to the value of a multiple of that officer's then-current base salary at Artivion. The multiples applicable to such officers are as follows:
  - i. Chief Executive Officer and President: 4x base salary;
  - ii. Executive Vice Presidents and Senior Vice Presidents: 2x base salary; and
  - iii. All other Section 16 Officers: 1x base salary.
- b. **Retention requirements:** Each Section 16 Officer who has not yet acquired ownership of the required value of common stock set forth above must retain at least 50% of the net number of shares acquired upon the exercise of any employee stock option or the vesting of any performance shares, restricted stock, or restricted stock units (the net number of shares acquired shall be the number of shares remaining after shares are tendered, sold, or netted to pay any applicable exercise price and withholding taxes).

- c. **Waivers:** The Chairs of the Committee and the Corporate Governance Committee shall have the authority to grant waivers from these stock ownership requirements in compelling circumstances such as undue hardship.
- d. **Qualifying shares:** For purposes of satisfying these stock ownership requirements, the following shall be included: shares owned directly or indirectly (1) through a stock purchase plan sponsored by the Company; (2) by the person's spouse; (3) in a revocable trust of which the person or the person's spouse is the trustee; (4) any other shares related to or underlying vested or unvested restricted stock awards and performance share awards (after performance metric has been certified); or (5) vested RSUs and vested PSUs (at actual, earned levels and only if and to the extent that any applicable performance criteria have been satisfied). It shall not include shares held through any other form of indirect beneficial ownership or shares underlying unexercised options or unvested PSUs whose performance metric requirements were not met.

These guidelines became effective for all currently employed NEOs on November 17, 2015. As shown in the below table, as of March 17, 2025, all of our NEOs are in compliance with the guidelines.

#### Executive Officer Stock Ownership

Executive Officer	2024 Base Salary (\$) <sup>(1)</sup>	Multiple	Required Value (\$)	Owned Shares <sup>(2)</sup>	Value of Owned Shares <sup>(3)</sup> (\$)
Mackin	\$806,904	4x	\$3,227,616	865,283	20,836,015
Berry	\$500,000	2x	\$1,000,000	153,431	3,694,618
Holloway	\$425,639	2x	\$851,278	197,184	4,748,191
Davis	\$406,855	2x	\$813,710	208,778	5,027,374
Stanton	\$409,593	2x	\$819,186	115,880	2,790,390

<sup>(1)</sup> This amount represents the base salary as reported in the Summary Compensation Table on page 43.

<sup>(2)</sup> Amount includes: (1) shares held of record by the spouses of executive officers as of March 17, 2025; and (2) shares of unvested restricted common stock subject to forfeiture held as of March 17, 2025 and shares earned under 2023 and 2024 performance stock unit awards that had not vested as of March 17, 2025. Amount does not include unexercised stock options that had not vested as of March 17, 2025.

<sup>(3)</sup> Based on the closing price of the Company's common stock on the NYSE on March 17, 2025 of \$24.08.

#### Insider Trading Policies and Procedures

Artivion has adopted the Artivion, Inc. Insider Trading Policy and Guidelines with Respect to Certain Transactions in Securities (the "Insider Trading Policy"), which governs the purchase, sale and other dispositions of Artivion's securities by all Artivion directors, officers, employees, and certain other covered persons. We believe that the Insider Trading Policy, as well as procedures that Artivion follows with respect to its transactions in Company securities, are reasonably designed to promote compliance with insider trading laws, rules, and regulations, and listing standards applicable to the Company.

Our Insider Trading Policy also prohibits all covered persons from engaging in derivative securities or hedging transactions with respect to the Company's securities. Specifically, NEOs are prohibited from engaging in transactions in publicly traded options, such as puts and calls, and other derivative securities with respect to the Company's securities. This prohibition extends to any hedging or similar transaction designed to decrease the risks associated with holding Company securities, including but not limited to prepaid variable contracts, equity swaps, collars, and exchange funds. Stock options, stock appreciation rights, and other securities issued pursuant to Company benefit plans or other compensatory arrangements with the Company are not subject to this prohibition.

Furthermore, a short sale, which is the sale of a security that must be borrowed to make delivery, and "selling short against the box," which is transacting a sale with a delayed delivery, are prohibited with respect to Company securities under the Insider Trading Policy and NEOs may not engage in such transactions.

The Insider Trading Policy is available for review at <https://cryolife.gcs-web.com/insider-trading-policy>, and was filed as Exhibit 19.1 to the Company's Report on Form 10-K for the year ended December 31, 2024.

#### Equity Grant Policies and Practices

The Committee generally adheres to a policy that the Company will not make equity grants during regular quarterly financial blackout periods and until two full trading days after the conclusion of such blackout period. We do not grant equity awards in anticipation of the release of material nonpublic information that is likely to result in changes to the price of our

common stock, nor do we time the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation. In the event of a special blackout period outside the regular quarterly financial blackout period, we consider the extent and nature of both the special blackout period and the equity grant(s) at issue. Unless the Committee determines otherwise, equity grant(s) may be made during special blackout periods outside the regular quarterly financial blackout period, depending upon the extent and nature of both the special blackout period and the equity grant(s) at issue.

## **TAX IMPACT OF COMPENSATION DECISIONS**

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### **Section 162(m)**

Section 162(m) places a limit of \$1 million per year on the amount of compensation paid to certain of our executive officers that is deductible by the Company for federal income tax purposes. Following changes to the law in 2018, Section 162(m) no longer contains an exception for “performance-based” compensation for arrangements that are not considered “grandfathered.” The Committee makes compensation decisions as appropriate to implement the Company’s Compensation Philosophy, with tax factors (including deductibility to the Company under Section 162(m)) being only one of many factors considered in implementing the Compensation Philosophy.

### **Section 409A**

Since Section 409A of the Code, which deals with deferred compensation arrangements, was enacted, the Committee’s policy has been to structure all executive officer compensation arrangements to comply, to the extent feasible, with the provisions of Section 409A so that executive officers do not have to pay additional tax and Artivion does not incur additional withholding obligations. The Committee intends to continue this practice.

## **FORWARD-LOOKING STATEMENTS**

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Statements made in this Proxy Statement that look forward in time or that express management’s beliefs, expectations, or hopes are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements reflect the views of management at the time such statements are made and are subject to a number of risks, uncertainties, estimates, and assumptions that may cause actual results to differ materially from current expectations. 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, and Section 21E of the Exchange Act. All statements other than statements of historical facts contained in this Proxy Statement may be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “expects,” “plans,” “intends,” “anticipates,” “indicates,” “remains,” “believes,” “estimates,” “forecast,” “guidance,” “outlook,” “may,” “will,” “should,” “seeks,” “goals,” “targets” or the negative of these terms or other similar expressions. Additionally, forward-looking statements include statements that do not relate solely to historical facts, such as statements which identify uncertainties or trends, discuss the possible future effects of current known trends or uncertainties, or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed, or assured. Forward-looking statements contained in this Proxy Statement include, without limitation, statements regarding our outlook and future results of operations, including our profitability goals, our business strategy and plans for future operations, including our cost-savings initiatives, our expectations regarding bringing additional products to market, current plan, considerations, expectations and determinations regarding future compensation programs. These statements include those regarding future plans and intentions of the Committee and/or Board of Directors related to compensation decisions and expectations that certain performance targets for management are achievable. These future events may not occur as and when expected, if at all, and, together with the Company’s business, are subject to various risks and uncertainties. Along with risks specific to our business, management’s ability to attain certain performance targets is subject to risks affecting the economy generally and other factors that are beyond our control. For additional risks impacting the Company’s business, see the Risk Factors section of the Company’s Annual Report on Form 10-K for the year ended December 31, 2024 at page 24. Additional risks and uncertainties are discussed from time to time in current, quarterly, and annual reports filed by the Company with the SEC, which are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). The Company assumes no obligation, and expressly disclaims any duty, to update publicly any such forward-looking statements, whether as a result of new information, future event, or otherwise.

## WEBSITES

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Links to websites included in this Proxy Statement are provided solely for convenience. Information contained on websites, including on our website, is not, and will not be deemed to be, a part of this Proxy Statement or incorporated by reference into any of our other filings with the SEC.

## REPORT OF THE COMPENSATION COMMITTEE

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The Committee reviewed and discussed the Compensation Discussion and Analysis with management. In reliance on this review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in Artivion's 2025 Proxy Statement on Schedule 14A, for filing with the SEC.

**Compensation Committee**  
DANIEL J. BEVEVINO, CHAIR  
JAMES W. BULLOCK  
ANTHONY B. SEMEDO

## EXECUTIVE OFFICER COMPENSATION

### Summary Compensation Table

The following table sets forth information with respect to each of the Named Executive Officers — Mr. Mackin, our Chief Executive Officer; Mr. Berry, our Chief Financial Officer; and Ms. Holloway, Mr. Davis, and Mr. Stanton, who were the three most highly compensated of the other executive officers of Artivion employed at the end of fiscal 2024.

Name and Principal Position	Year	Salary <sup>(1)</sup> (\$)	Bonus <sup>(2)</sup> (\$)	Stock Awards <sup>(3)</sup> (\$)	Option Awards <sup>(4)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(5)</sup> (\$)	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation <sup>(6)</sup> (\$)	Total <sup>(7)</sup> (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
J. Patrick Mackin, Chairman, President and Chief Executive Officer	2024	806,904	—	3,608,101	—	1,048,975	—	47,960	5,511,940
	2023	775,869	—	801,938	—	1,551,738	—	46,868	3,176,413
	2022	749,632	—	3,419,012	2,168,245	835,090	—	44,361	7,216,340
Lance A. Berry, Executive Vice President, Chief Financial Officer <sup>(8)</sup>	2024	500,000	—	1,499,980	—	390,000	—	184,053	2,574,033
	2023	38,356	100,000	750,001	750,000	—	—	—	1,638,357
Jean F. Holloway, Senior Vice President, General Counsel, Corporate Secretary, and Chief Compliance Officer	2024	425,639	—	794,989	—	276,665	—	18,120	1,515,413
	2023	411,245	—	152,289	—	411,245	—	18,940	993,719
	2022	397,337	—	620,488	409,167	221,317	—	18,070	1,666,379
John E. Davis, Senior Vice President, Chief Commercial Officer	2024	406,855	—	800,016	—	264,456	—	20,155	1,491,482
	2023	391,207	—	151,388	—	391,207	—	19,603	953,405
	2022	379,812	—	613,677	405,000	211,556	—	18,545	1,628,590
Marshall S. Stanton, Senior Vice President, Clinical Research and Chief Medical Officer	2024	409,593	—	599,992	—	266,235	—	17,793	1,293,613
	2023	395,742	—	132,465	—	395,742	—	18,051	942,000
	2022	384,216	—	623,985	369,500	214,008	—	17,322	1,609,031

(1) For 2024, amount represents the base salary as approved in February 2024. For 2023, amount represents the base salary as approved in February 2023, other than Mr. Berry, whose base salary for 2023 was approved in November 2023 and was prorated based on the term of his employment.

(2) For 2023, Mr. Berry received a sign-on bonus of \$100,000.

(3) Amount reflects the aggregate grant date fair value of restricted stock and performance stock unit awards as calculated in accordance with FASB ASC Topic 718, disregarding the estimate of forfeitures. See Notes 1 and 14 of the Notes to Consolidated Financial Statements filed with Artivion's Annual Report on Form 10-K for the year ended December 31, 2024 for assumptions we used in valuing these awards. The annual PSU awards paid out at 130.0% of target. If the 2024 PSUs were awarded at maximum payouts, it would change the stock awards to the following amounts: for Mr. Mackin \$5,412,150; for Mr. Berry \$2,249,970; for Ms. Holloway \$1,192,485; for Mr. Davis \$1,200,024; and for Mr. Stanton \$899,988. For 2022, and for the reasons described in the Compensation Discussion and Analysis in the Company's 2024 Proxy Statement, under the heading "November 2022 Acceleration of a Portion of the 2023 Annual Equity Grant," the amounts include a 2023 annual RSU grant that was accelerated to November 2022. The grant date fair values of those accelerated 2023 RSU grants were as follows: Mr. Mackin's was \$1,290,003; Ms. Holloway's was \$247,502; Mr. Davis's was \$246,002; and Mr. Stanton's was \$214,500.

(4) Amount reflects the aggregate grant date fair value of stock option awards as calculated in accordance with FASB ASC Topic 718, disregarding the estimate of forfeitures. See Notes 1 and 14 of the Notes to Consolidated Financial Statements filed with Artivion's Annual Report on Form 10-K for the year ended December 31, 2024 for assumptions we used in valuing the stock option awards. For 2023, Mr. Berry's option award was part of his one-time, new-hire grant. For 2022, and for the reasons described in the Compensation Discussion and Analysis in the Company's 2024 Proxy Statement, under the heading "November 2022 Acceleration of a Portion of the 2023 Annual Equity Grant," the amounts include a 2023 annual option grant that was accelerated to November 2022. The grant date fair values of those accelerated 2023 option grants were as follows: Mr. Mackin's was \$1,290,003; Ms. Holloway's was \$247,502; Mr. Davis's was \$246,002; and Mr. Stanton's was \$214,500.

(5) For 2024, the amounts represent the revenue and adjusted EBITDA performance components of the awards earned pursuant to the applicable short-term incentive plan. For 2023 and 2022, the amounts represent the revenue performance components of the awards earned pursuant to the applicable short-term incentive plan.

- <sup>(6)</sup> Amounts include matching contributions and true-ups under the Company's 401(k) plan, reimbursement of airline club and other club membership dues, and disability insurance premiums for NEOs. Fiscal 2022 amounts also include for Mr. Mackin, an \$18,000 auto allowance. Fiscal 2023 amounts also include for Mr. Mackin, an \$18,000 auto allowance. Fiscal 2024 amounts also include for Mr. Mackin, an \$18,000 auto allowance, and for Mr. Berry, \$131,740 to assist with his relocation.
- <sup>(7)</sup> For 2022, and for the reasons described in the Compensation Discussion and Analysis in the Company's 2024 Proxy Statement, under the heading "*November 2022 Acceleration of a Portion of the 2023 Annual Equity Grant*," the total amounts include a portion of the 2023 annual equity grant accelerated to November 2022, split equally between RSUs and options. The total grant date fair values of those accelerated 2023 RSU and option grants were as follows: Mr. Mackin's was \$2,580,004; Ms. Holloway's was \$495,000; Mr. Davis's was \$492,001; and Mr. Stanton's was \$428,998. Except for Mr. Berry, the NEOs total 2023 compensation, inclusive of the 2023 accelerated annual RSU and option grants was as follows: Mr. Mackin's was \$5,756,417; Ms. Holloway's was \$1,488,719; Mr. Davis's was \$1,445,406; and Mr. Stanton's was \$1,370,998.
- <sup>(8)</sup> Only 2024 and 2023 compensation is presented for Mr. Berry who was appointed Chief Financial Officer on December 4, 2023.

## Grants of Plan-Based Awards

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Possible Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Closing Market Price on Committee Action Date (\$/Sh)	Grant Date Fair Value of Stock and Option Awards <sup>(4)</sup> (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)					
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)
J. Patrick Mackin	2/23/24	242,071	806,904	1,613,808								
	2/23/24 <sup>(2)</sup>							89,001				1,804,050
	2/23/24 <sup>(3)</sup>				30,260	89,001	178,002					1,804,050
Lance A. Berry	2/23/24	90,000	300,000	600,000								
	2/23/24 <sup>(2)</sup>							37,000				749,990
	2/23/24 <sup>(3)</sup>				12,580	37,000	74,000					749,990
Jean F. Holloway	2/23/24	63,846	212,820	425,640								
	2/23/24 <sup>(2)</sup>							19,610				397,495
	2/23/24 <sup>(3)</sup>				6,667	19,610	39,220					397,495
John E. Davis	2/23/24	61,028	203,428	406,856								
	2/23/24 <sup>(2)</sup>							19,734				400,008
	2/23/24 <sup>(3)</sup>				6,710	19,734	39,468					400,008
Marshall S. Stanton	2/23/24	61,439	204,797	409,594								
	2/23/24 <sup>(2)</sup>							14,800				299,996
	2/23/24 <sup>(3)</sup>				5,032	14,800	29,600					299,996

<sup>(1)</sup> These columns represent the awards granted to NEOs in February 2024 under our 2024 short-term incentive program (the Cash Bonus Plan) using the metrics of the 2024 Cash Bonus Plan approved by the Committee. Threshold for (i) the revenue component is 5.0% constant currency growth, which pays out at 30% of target and (ii) the adjusted EBITDA component is \$57,400,000, which pays out at 30% of target, each weighted at 50%, resulting in a combined threshold payout at 30% of target. The personal performance modifier was designed to increase or decrease an award by 20%. The total cash bonus payout is capped at 200% of target. The threshold is calculated at target personal performance (no modifier up or down). While this table reflects the grant date value of the awards, as described on page 27, the Committee adjusted the cash bonus program payout to 130% of target based on Company performance and to account for the negative financial impact of the Cybersecurity Incident.

<sup>(2)</sup> These rows represent awards of time-based restricted stock units that vest 1/3 on the first anniversary of the award date; 1/3 on the second anniversary of the award date; and 1/3 on the third anniversary of the award date.

<sup>(3)</sup> These rows represent awards of performance stock units to our NEOs pursuant to the 2020 ECIP using the metrics of the 2024 performance share plan approved by the Committee. Threshold for (i) the revenue component is 5.0% constant currency growth, which pays out at 30% of target and is weighted at 50%, (ii) the adjusted EBITDA component is \$57,400,000, which pays out at 30% of target and is weighted at 30%, and (iii) the R&D component is achievement of one milestone, which pays out at the greater of 50% of target or 50% of the weighted average achievement of the revenue and adjusted EBITDA metrics and is weighted at 20%, resulting in a combined threshold payout at 34% of target. The total PSU bonus payout is capped at 200% of target. In regard to the annual PSU awards, granted February 23, 2024, 1/3 vested on the first anniversary of the grant date or the first available grant date following the Committee's certification of the 2024 financial performance, whichever is later (for the 2024 award, 1/3 vested on March 6, 2025, the first date that the awards could be released following the date that the Company filed its Form 10-K for fiscal 2024), 1/3 will vest on the second anniversary of the grant date, and 1/3 will vest on the third anniversary of the grant date, assuming continuous employment through the vesting date. While this table reflects the grant date value of the awards, as described on page 27, the Committee adjusted the 2024 annual PSU award payouts to be awarded at 130% of target based on Company performance and to account for the negative financial impact of the Cybersecurity Incident.

<sup>(4)</sup> Column (m) reflects the aggregate grant date fair value of restricted stock and performance stock unit awards as calculated in accordance with FASB ASC Topic 718, disregarding the estimate of forfeitures. For time-based RSUs and for PSUs, the calculation is based on the closing price of Artivion's common stock on the date of grant. See Notes 1 and 14 of the Notes to Consolidated Financial Statements filed with Artivion's Annual Report on Form 10-K for the year ended December 31, 2024 for assumptions we used in valuing these awards.

## Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

### Equity Awards

Equity awards, including long-term performance annual awards, granted in fiscal 2024 to our Named Executive Officers were subject to the terms of the 2020 ECIP and the equity grant agreements.

### Actual Cash Compensation in Proportion to Target Total Direct Compensation

Executive Officer	Salary (actual as paid) and Bonus Payouts (as adjusted and paid) in Proportion to Target Total Direct Compensation		
	% Salary	Short-Term Incentive (Cash Bonus)	
		% Bonus <sup>(1)</sup>	% Non-Equity Incentive Plan <sup>(2)</sup>
J. Patrick Mackin	15.5	0.0	20.1
Lance A. Berry	21.7	0.0	17.0
Jean F. Holloway	29.7	0.0	19.3
John E. Davis	28.8	0.0	18.8
Marshall S. Stanton	33.7	0.0	21.9

<sup>(1)</sup> Consistent with the Summary Compensation Table on page 43, the Bonus represents the personal performance component of the annual award paid pursuant to the short-term incentive plan.

<sup>(2)</sup> Amounts represent the constant currency revenue and adjusted EBITDA performance components of the awards earned pursuant to the applicable short-term incentive plan and the 2020 ECIP.

## Outstanding Equity Awards on December 31, 2024(\*)

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights that Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
J. Patrick Mackin	75,615			21.55	3/12/2025				
	61,842			29.62	3/5/2026				
	86,296			26.24	2/19/2027				
	93,519			24.90	2/17/2028				
	84,364	42,182 <sup>(1)</sup>		18.44	2/23/2029				
	186,956	93,478 <sup>(2)</sup>		11.03	11/8/2029				
						47,627 <sup>(3)</sup>	1,361,656		
						10,537 <sup>(4)</sup>	301,253		
						116,954 <sup>(5)</sup>	3,343,715		
						29,323 <sup>(6)</sup>	838,345		
					89,001 <sup>(9)</sup>	2,544,539			
					115,701 <sup>(10)</sup>	3,307,892			
Lance A. Berry	31,211	62,422 <sup>(7)</sup>		17.83	12/6/2030				
						42,064 <sup>(8)</sup>	1,202,610		
						37,000 <sup>(9)</sup>	1,057,830		
					48,100 <sup>(10)</sup>	1,375,179			
Jean F. Holloway	19,092			21.55	3/12/2025				
	12,787			29.62	3/5/2026				
	16,975			26.24	2/19/2027				
	19,247			24.90	2/17/2028				
	15,530	7,765 <sup>(1)</sup>		18.44	2/23/2029				
	35,870	17,934 <sup>(2)</sup>		11.03	11/8/2029				
						8,767 <sup>(3)</sup>	250,649		
						1,939 <sup>(4)</sup>	55,436		
						22,439 <sup>(5)</sup>	641,531		
						6,418 <sup>(6)</sup>	183,491		
					19,610 <sup>(9)</sup>	560,650			
					25,493 <sup>(10)</sup>	728,845			
John E. Davis	15,910			21.55	3/12/2025				
	12,787			29.62	3/5/2026				
	10,802			26.24	2/19/2027				
	17,008			24.90	2/17/2028				
	15,274	7,637 <sup>(1)</sup>		18.44	2/23/2029				
	35,652	17,826 <sup>(2)</sup>		11.03	11/8/2029				
						8,623 <sup>(3)</sup>	246,532		
						1,908 <sup>(4)</sup>	54,550		
						22,303 <sup>(5)</sup>	637,643		
						6,368 <sup>(6)</sup>	182,061		
					19,734 <sup>(9)</sup>	564,195			
					25,654 <sup>(10)</sup>	733,448			

Option Awards						Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights that Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Marshall S. Stanton	14,890	7,444 <sup>(1)</sup>		18.44	2/23/2029				
	31,087	15,543 <sup>(2)</sup>		11.03	11/8/2029				
						8,406 <sup>(3)</sup>	240,328		
						1,860 <sup>(4)</sup>	53,177		
						19,447 <sup>(5)</sup>	555,990		
						5,322 <sup>(6)</sup>	152,156		
					14,800 <sup>(9)</sup>	423,132			
					19,240 <sup>(10)</sup>	550,072			

\* All values in this table are based on the closing price of the Company's common stock on the NYSE on December 31, 2024 (the last trading day of 2024) of \$28.59.

	Type of Grant	Grant Date	Vesting Rate	Vesting Dates	Conditions
(1)	Service-based stock options	2/23/2022	33 <sup>1/3</sup> % per year	2/23/2023 2/23/2024 2/23/2025	Continued employment through vesting date required.
(2)	Service-based stock options	11/8/2022	33 <sup>1/3</sup> % per year	11/8/2023 11/8/2024 11/8/2025	Continued employment through vesting date required.
(3)	Service-based restricted stock unit award	2/23/2022	100% cliff vesting	2/23/2025	Continued employment through vesting date required.
(4)	Performance stock units	2/23/2022	<ul style="list-style-type: none"> <li>• 50% on first anniversary of grant date, following certification of financial performance</li> <li>• 25% on second anniversary of grant date</li> <li>• 25% on third anniversary of grant date</li> </ul>	2/23/2023 2/23/2024 2/23/2025	<p>Number of shares based on certification of performance metrics for fiscal 2022, which the Compensation Committee certified in February 2023 (as described further above within the Compensation Discussion and Analysis). Number of shares shown is based on the total number of shares awarded (88.5% of target) pursuant to the performance metric. The first tranche of shares vested on 2/23/2023.</p> <p>Continued employment through vesting date required.</p>
(5)	Service-based restricted stock unit award	11/8/2022	100% cliff vesting	11/8/2025	Continued employment through vesting date required.
(6)	Performance stock units	2/22/2023	<ul style="list-style-type: none"> <li>• 50% on first anniversary of grant date, following certification of financial performance</li> <li>• 25% on second anniversary of grant date</li> <li>• 25% on third anniversary of grant date</li> </ul>	2/23/2024 2/22/2025 2/22/2026	<p>Number of shares based on certification of performance metrics for fiscal 2023, which the Compensation Committee determined in February 2024 (as described further above within the Compensation Discussion and Analysis). Number of shares shown reflects the total number of shares awarded (148.6% of target) pursuant to the performance metric, as none of the shares had time-vested as of 12/31/2023. The first tranche of earned shares vested on 2/23/2024.</p> <p>Continued employment through vesting date required.</p>
(7)	Service-based stock options (new-hire grant)	12/6/2023	33 <sup>1/3</sup> % per year	12/6/2024 12/6/2025 12/6/2026	Continued employment through vesting date required.
(8)	Service-based restricted stock (new-hire grant)	12/6/2023	100% cliff vesting	12/6/2026	Continued employment through vesting date required.
(9)	Service-based restricted stock unit award	2/23/2024	33 <sup>1/3</sup> % per year	2/23/2025 2/23/2026 2/23/2027	Continued employment through vesting date required.
(10)	Performance stock units	2/23/2024	33 <sup>1/3</sup> % per year	2/23/2025 2/23/2026 2/23/2027	<p>Number of shares based on certification of performance metrics for fiscal 2024, which the Compensation Committee determined in February 2025 (as described further above within the Compensation Discussion and Analysis). Number of shares shown reflects the total number of shares awarded (130% of target) pursuant to the performance metric, as none of the shares had time-vested as of 12/31/2024. The first tranche of earned shares vested on March 6, 2025, the first date that the awards could be released following the date that the Company filed its Form 10-K for fiscal 2024.</p> <p>Continued employment through vesting date required.</p>

## Option Exercises and Stock Vested<sup>(1)</sup>

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise <sup>(2)</sup> (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting <sup>(3)</sup> (\$)
(a)	(b)	(c)	(d)	(e)
J. Patrick Mackin	59,225	151,148	151,108	2,965,538
Lance A. Berry	—	—	—	—
Jean F. Holloway	21,229	36,089	32,975	641,527
John E. Davis	13,562	23,055	27,065	530,241
Marshall S. Stanton	—	—	26,802	531,696

<sup>(1)</sup> This table provides information regarding stock option exercises and vesting of restricted stock and performance stock units during 2024.

<sup>(2)</sup> Value Realized on Exercise is equal to the number of shares acquired multiplied by the difference between the exercise price and the share price on the NYSE at the time of exercise without regard to any proceeds that may have been received upon any sale of the underlying shares.

<sup>(3)</sup> Value Realized on Vesting is equal to the number of shares acquired multiplied by the closing share price on the NYSE on the date of vesting, without regard to any proceeds that may have been received upon any sale of the underlying shares.

## NONQUALIFIED DEFERRED COMPENSATION

The Artivion, Inc. Executive Deferred Compensation Plan allows certain key employees of Artivion, including the Named Executive Officers, to defer receipt of some or all of their salaries, commissions, and/or the cash portion of any bonus awarded pursuant to the short-term executive officer incentive plan. The plan's administrative committee, subject to ratification and approval of the Compensation Committee, establishes the maximum and minimum percentages of bonus awards that plan participants may defer in each plan year. These percentages were 0% for base salary and commissions and were 75% for the annual cash bonus for 2024. Plan participants may establish their respective deferral amounts for their base salaries and commissions prior to the beginning of each calendar year, and prior to July for their short-term incentive compensation for that year, which is calculated and paid after the completion of the plan year.

The plan provides for tax-deferred growth of deferred compensation and, pursuant to the terms of the plan, Artivion agrees to distribute to participants the deferred amounts, credited/debited with hypothetical gains and/or losses linked to the performance of investment options selected by participants from among the non-proprietary investment options available under the plan. The plan does not have investment options that provide for above-market or preferential earnings. Distribution of all deferred compensation, including any gains or losses, occurs upon death, disability, retirement, or termination. Plan participants may elect to receive the distribution in a lump sum or in annual installments of up to 15 years, or via a combination thereof, upon death, disability, or retirement. Also, a plan participant may elect to receive distributions while still employed by Artivion if at least two years have elapsed from the plan year in which the deferred amounts would have otherwise been paid to the plan participant if not for the deferral. Distributions made while the plan participant is still employed by Artivion, and distributions made pursuant to termination, will be paid in a lump sum to the plan participant. Hardship withdrawals during any plan year may be made upon the occurrence of an unforeseeable emergency for a particular plan participant or if a plan participant receives a hardship distribution under Artivion's 401(k) plan. All deferred amounts and deemed earnings thereon are fully vested at all times.

The following table presents components of nonqualified deferred compensation under the Executive Deferred Compensation Plan for each Named Executive Officer.

Name	Executive Officer Contributions in Fiscal 2024 <sup>(1)</sup> (\$)	Company Contributions in Fiscal 2024 (\$)	Aggregate Earnings in Fiscal 2024 <sup>(2)</sup> (\$)	Aggregate Withdrawals and Distributions in Fiscal 2024 (\$)	Aggregate Balance at December 31, 2024 <sup>(3)</sup> (\$)
(a)	(b)	(c)	(d)	(e)	(f)
J. Patrick Mackin	—	—	—	—	—
Lance A. Berry	—	—	—	—	—
Jean F. Holloway	—	—	107,715	—	1,485,531
John E. Davis	—	—	127,242	—	747,681
Marshall S. Stanton	296,807	—	54,225	—	563,692

(1) Contributions to the deferred compensation plan that relate to an executive officer's deferrals from salary and/or annual short-term incentives are included in the amounts reflected in the "Salary" and "Bonus" columns, as applicable, of the Summary Compensation Table for fiscal 2024 on page 43.

(2) A participant's account under the Executive Deferred Compensation Plan is deemed to be invested in hypothetical investment options selected by the participant from among a menu of non-proprietary mutual funds. The account is credited/debited with gains and/or losses linked to the performance of those hypothetical investment options. The plan does not have investment options that provide for above-market or preferential earnings; accordingly, the amounts provided in this column are not included in column (h) of the Summary Compensation Table for fiscal 2024 on page 43.

(3) Amounts shown include the executive officer's contributions, withdrawals, and associated hypothetical gains/losses during 2024, as well as deferrals of salary and annual incentives (together with associated hypothetical earnings) from prior years' participation in the plan. The amounts shown in this column, with the exception of aggregate earnings, have been reported in the "Salary" and "Bonus" columns, as applicable, of the Summary Compensation Table of prior year Company Proxy Statements, if the individuals were listed as NEOs in those prior year periods. The total year prior contributions to the Executive Deferred Compensation Plan are as noted in the table below.

Name	Amount Previously Reported (\$)
J. Patrick Mackin	—
Lance A. Berry	—
Jean F. Holloway	1,377,816
John E. Davis	620,439
Marshall S. Stanton <sup>(1)</sup>	212,661

(1) Mr. Stanton was not an NEO for fiscal 2023, so there was no amount reported in our 2024 Proxy Statement; however, the balance in his deferred compensation plan as of December 31, 2023 was \$212,661.

#### Investment Options Provided and Associated Return Rates

Investment Option	Annual Return for FY 2024
Equity Income Division	15.50
LargeCap S&P 500 Index Division	24.74
LargeCap Growth I Division	25.14
American Century VP Mid Cap Value Division	8.52
Vanguard VIF Mid Cap Index Division	15.08
Fidelity VIP MidCap Division	17.18
Franklin Small Cap Value VIP Division	11.71
Calvert VP Russell 2000 Small Cap Index Division	11.00
ClearBridge Variable Small Cap Growth Division	4.50
Real Estate Securities Division	5.59

### Investment Options Provided and Associated Return Rates

Investment Option	Annual Return for FY 2024
American Funds Insurance Series New World Fund Division	6.56
Principal LifeTime Strategic Income Division	6.71
Principal LifeTime 2020 Division	7.43
Principal LifeTime 2030 Division	9.05
Principal LifeTime 2040 Division	11.55
Principal LifeTime 2050 Division	13.29
Principal LifeTime 2060 Division	13.28
Fidelity VIP Government Money Market Division	5.01
PIMCO VIT High Yield Division	6.90
PIMCO VIT Total Return Division	2.54

### POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

We have entered into certain agreements and maintain certain plans that will require us to provide compensation to the Named Executive Officers in the event of specified terminations of their employment or upon a change of control of Artivion.

#### **Employment, Separation and Release, and Change of Control Agreements**

##### *Employment Agreement with J. Patrick Mackin*

Pursuant to the Mackin Agreement, Mr. Mackin will receive certain compensation upon the termination of his employment, other than termination for cause or voluntary termination without good reason.

The Mackin Agreement has an initial term of three years following the effective date, extended by one day for each day beginning on the second anniversary of the effective date. The Mackin Agreement provides that commencing January 1, 2015, Mr. Mackin is entitled to participate in annual long-term incentive opportunities as determined by the Compensation Committee consistent with those provided to similarly situated Artivion executive officers and in accordance with Artivion's plans and applicable award agreements. Benefits currently include participation in Artivion's plan-based awards with other Artivion executive officers for performance stock units, stock options, and restricted stock subject to continued employment and achievement of corporate and Board of Directors objectives set by the Compensation Committee.

The Mackin Agreement provides for an initial target cash bonus of 60% of base salary, a \$200,000 signing bonus, a new-hire grant of options to purchase 400,000 shares of Company common stock, and a performance share grant with respect to 250,000 shares of Company common stock, the performance metric thereto having been determined satisfied by the Compensation Committee as of December 31, 2015. In the event Mr. Mackin's employment is terminated without cause or Mr. Mackin resigns for good reason, he is entitled to a cash severance payment of 1.5x the sum of his base salary and annual cash bonus for the year of termination (or the prior year bonus if termination is prior to the date bonuses are awarded) paid in regular payroll installments over 18 months plus continued Company medical coverage for the same period. If Mr. Mackin's employment is terminated without cause, or Mr. Mackin resigns for good reason during the period beginning six months prior to and ending two years following a change of control of the Company, Mr. Mackin is entitled to receive a termination payment, in lieu of the severance described in the prior sentence, of 2.5x the sum of his base salary and annual cash bonus for the year of termination (or the prior year bonus if termination is prior to the date bonuses are awarded), paid in a lump sum. The Mackin Agreement also includes various post-employment prohibitions regarding competing with us, soliciting our employees and customers, and disclosing our confidential information. Under the Mackin Agreement, Mr. Mackin must repay any portion of severance payments he has received from the Company if he fails to comply with certain post-employment protective covenants.

For purposes of the Mackin Agreement, "cause" generally means (i) an intentional act of fraud, embezzlement, theft, or any other material violation of law that occurs during or in the course of the executive officer's employment, (ii) intentional damage of Company assets, (iii) intentional disclosure of Company confidential information contrary to the Company's policies, (iv) material breach of the executive officer's obligations under the agreement, (v) intentional engagement by the executive officer in any activity that would constitute a breach of his duty of loyalty or of his assigned duties, (vi) intentional breach by the executive officer of any Company policies or procedures, (vii) willful and continued failure by the executive

officer to perform his assigned duties, other than as a result of incapacity due to physical or mental illness, (viii) executive officer is prevented from performing certain duties contemplated by the agreement by reason of an agreement with a prior employer, or (ix) willful conduct by the executive officer that is demonstrably and materially injurious to the Company, monetarily or otherwise.

For purposes of the Mackin Agreement, "good reason" generally means (i) the assignment to the executive officer, without his consent, of any duties materially inconsistent with his position, authority, duties, or responsibilities, including changes in status, offices, or titles and any change in the executive officer's reporting requirements that would cause him to report to an executive officer who is junior in seniority to the executive officer to whom he previously reported, (ii) requiring the executive officer to be based other than within 25 miles of Company headquarters as of the effective date, or (iii) any other action that results in a material diminution in his position, authority, duties, responsibilities, or aggregate base salary and cash bonus.

#### ***Change of Control Agreements with Other Named Executive Officers***

On November 21, 2016, Artivion entered into change of control agreements with each of Mr. Davis and Ms. Holloway. In August 2022, Artivion entered into new change of control agreements with Ms. Holloway and Mr. Davis; however, these new agreements contained only minor, non-substantive revisions to reflect Artivion's rebranding and reincorporation into Delaware. In December 2023, Artivion entered into a change of control agreement with Mr. Berry. The change of control agreements provide that the Company will pay severance payments if Messrs. Berry, or Davis or Ms. Holloway are terminated by the Company without cause or if s/he terminates the employment for good reason during a period extending from six months before to two years after a change of control of Artivion. This is a "double trigger" provision that requires not only a change of control of Artivion but also an adverse employment action.

#### ***Terms of the Change of Control Agreements***

- The initial term of the agreement for each of Mr. Davis and Ms. Holloway ended December 31, 2022. The initial term of the agreement for Mr. Berry ended December 31, 2023. Each of these agreements, however, will automatically renew at the end of the term and every year thereafter, for an additional one-year term, unless Artivion provides notice at least 30 days prior to the end of the then-current term that the agreement will not be extended.
- The severance payment is an amount equal to 1.5x for each of Mr. Berry, Ms. Holloway, and Mr. Davis the sum of the executive officer's base salary as of the date of termination and his or her bonus compensation for the year in which the termination of employment occurs, or if the bonus for that year has not yet been awarded, the most recently awarded bonus compensation. The agreements also provide for 18 months of medical coverage for Messrs. Berry and Davis and Ms. Holloway.
- Change of control, as defined in the agreement, means a change in the ownership of Artivion, a change in the effective control of Artivion, or a change in the ownership of a substantial portion of the assets of Artivion. Specifically, any of the following types of events would constitute a change of control under the agreements:
  - o Any person, including a syndicate or group, acquires ownership of Artivion stock that, taken together with Artivion stock held by such person or group, constitutes more than 50% of the total voting power of the stock of Artivion;
  - o Any person, including a syndicate or group, acquires ownership of stock of Artivion possessing 30% or more of the total voting power of Artivion stock;
  - o A majority of the members of Artivion's Board of Directors are replaced during any 12-month period by individuals whose appointment or election is not endorsed by a majority of the Board of Directors prior to the date of appointment or election; or
  - o Any person, including a syndicate or group, acquires assets from Artivion that have a total gross fair market value equal to more than 40% of the total gross fair market value of all Artivion assets immediately prior to such acquisition.

- The agreements are not employment agreements and each respective officer's employment is "at will."

We will not be required to make a severance payment in connection with the change of control agreements if we terminate an executive officer's employment for "cause," which means:

- An act of fraud, embezzlement, theft, or any other material violation of law that occurs during or in the course of the executive officer's employment with Artivion;
- Intentional or grossly negligent damage by the executive officer to Artivion assets;
- Intentional or grossly negligent disclosure by the executive officer of Artivion's confidential information contrary to Artivion policies;
- Material breach of the executive officer's obligations under the agreement or other agreements with Artivion;
- Engagement by the executive officer in any activity that would constitute a breach of his or her duty of loyalty or of his or her assigned duties;
- Breach by the executive officer of any of Artivion's policies and procedures;
- The willful and continued failure by the executive officer to perform his or her assigned duties, other than as a result of incapacity due to physical or mental illness; or
- Willful conduct by the executive officer that is demonstrably and materially injurious to Artivion, monetarily or otherwise.

An executive officer may terminate his or her employment for "good reason" in connection with a change of control without forfeiting his or her severance pay if any of the following events occur during the term of the agreement:

- The assignment to the executive officer, without his or her consent, of any duties materially inconsistent with his or her position, authority, duties, or responsibilities, including changes in status, offices, or titles and any change in the executive officer's reporting requirements that would cause him or her to report to an officer who is junior in seniority to the officer to whom he or she previously reported; or
- Any other action by Artivion or an acquiring company that results in a material diminution in his or her position, authority, duties, responsibilities, or aggregate compensation, excluding for this purpose an isolated, insubstantial, and inadvertent action taken in good faith and which is remedied by Artivion or an acquiring company within 30 days after receipt of notice from the executive officer.

The change of control agreements provide that we will pay any severance payment due in a lump sum not later than 30 days following the date of termination in the event of a termination following a change of control, or 30 days following a change of control in the event of a termination occurring within the six-month period preceding the change of control. We will delay payment of the severance payment until six months after the executive officer's termination if necessary to prevent him or her from having to pay additional tax under Section 409A of the Code. We will also subject any severance payment to normal payroll tax withholding and compliance with non-compete obligations.

#### *Agreement Not to Solicit or Compete*

Messrs. Berry and Davis and Ms. Holloway agree not to solicit any actual or prospective customers of Artivion with whom they have had contact for a competing business or to solicit employees of Artivion to leave Artivion. Messrs. Berry and Davis and Ms. Holloway agree, subject to applicable professional and ethical obligations and other legal requirements, not to join a competing business during the term of the agreement and for a period of one year following the termination of employment. Artivion or an acquiring company is not required to make the severance payment, and the officer is required to repay any portion of the severance payment already received, if he or she solicits customers or employees of Artivion during the term of the agreement and for a period of one year following the termination of employment.

### ***Termination and Change of Control Payments***

The amount of compensation we would be required to pay to each Named Executive Officer under certain termination and change of control scenarios is provided in the tables beginning on page 56. Amounts included in the tables are estimates and are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts paid or distributed may differ materially. The tables provided in this section for all Named Executive Officers assume that the relevant termination or change of control event occurred on December 31, 2024, the last business day of Artivion's 2024 fiscal year.

J. Patrick Mackin, Chairman, President, and Chief Executive Officer<sup>(1)</sup>

Executive Officer Benefits and Payments Upon Termination (\$)

	Voluntary Retirement	Good Reason or Involuntary Not for Cause Termination	For Cause Termination	Death	Disability	Change of Control Without Regard to Termination	Certain Termination Events Following/ Preceding a Change of Control <sup>(8)</sup>
Cash Compensation	1,048,975 <sup>(2)</sup>	3,537,963 <sup>(3)</sup>	1,048,975 <sup>(2)</sup>	1,048,975 <sup>(2)</sup>	1,048,975 <sup>(2)</sup>	—	5,896,605 <sup>(4)</sup>
Accelerated Stock Option Exercisability	—	—	—	—	—	7,289,091 <sup>(5)</sup>	7,289,091 <sup>(5)</sup>
Accrued Vacation Pay	—	—	—	—	—	—	—
Medical Benefits	—	42,535 <sup>(6)</sup>	—	42,535 <sup>(6)</sup>	42,535 <sup>(6)</sup>	—	42,535 <sup>(6)</sup>
Spread Value of Vested Options	—	—	—	—	—	—	—
Accelerated Vesting of Restricted Stock and Performance Stock Units	—	—	—	—	—	10,934,017 <sup>(7)</sup>	10,934,017 <sup>(7)</sup>
<b>Total</b>	<b>1,048,975</b>	<b>3,580,498</b>	<b>1,048,975</b>	<b>1,091,510</b>	<b>1,091,510</b>	<b>18,223,108</b>	<b>24,162,248</b>

<sup>(1)</sup> This table assumes that all termination and change of control events occurred on December 31, 2024. See Employment, Separation and Release, and Change of Control Agreements – Employment Agreement with J. Patrick Mackin above at page [56] for a description of the Mackin Agreement.

<sup>(2)</sup> Amount shown represents the Company-performance component of the 2024 annual incentive plan cash bonus that Mr. Mackin was entitled to on December 31, 2024. No amount is included for the personal performance component of the annual incentive plan.

<sup>(3)</sup> Amount shown represents 1.5x the sum of Mr. Mackin's 2024 annual base salary and his entire cash bonus for 2023, as the 2024 bonus had not been determined or distributed as of December 31, 2024. The Mackin Agreement provides for severance payments to be paid in 18 monthly installments, beginning 30 days following the employment termination date (subject to any delay in payment necessary to comply with Section 409A of the Code). Mr. Mackin's estate would receive these severance payments upon his subsequent death.

<sup>(4)</sup> Amount shown is equal to 2.5x the sum of Mr. Mackin's 2024 annual base salary and his entire 2023 bonus, as the 2024 bonus had not been determined or distributed as of December 31, 2024. The Mackin Agreement provides for severance payments to be paid in 18 monthly installments, beginning 30 days following the employment termination date (subject to any delay in payment necessary to comply with Section 409A of the Code). This scenario assumes that following the change of control, Mr. Mackin terminated his employment for good reason, or we terminated his employment without cause. Mr. Mackin would also receive the amount shown if we terminated his employment without cause at any time within the six months prior to the change of control.

<sup>(5)</sup> The 2020 ECIP provides that the exercisability of outstanding options accelerates upon a change of control. The accelerated options had value on December 31, 2024, to the extent that the exercise prices of the options were lower than the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59. The value for each option is calculated as the difference between the exercise price of the option and the closing price of our common stock at the end of the fiscal year, to the extent positive.

<sup>(6)</sup> Under the terms of the Mackin Agreement, if Mr. Mackin terminates his employment for good reason, we terminate his employment without cause, or he dies or becomes disabled, we would continue to provide him and his family with health benefits coverage, at our expense, for up to 18 months (or until he is provided comparable benefits by another employer). Amount shown represents the value of 18 months of coverage under our health plans, using costs in effect as of December 31, 2024.

<sup>(7)</sup> The 2020 ECIP provides that all unvested shares of restricted stock and performance stock units become fully vested upon a change of control. The accelerated restricted stock and performance stock units are valued at the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59, and the 2024 performance stock units are assumed to have been earned at target level.

<sup>(8)</sup> Under the terms of the Mackin Agreement, amounts shown that are otherwise payable to Mr. Mackin would be reduced if and to the extent that doing so would cause payments that are contingent on a change of control to not be subject to the excise tax under Section 4999 of the Code and thereby produce a greater net after-tax amount to him.

Lance A. Berry, Executive Vice President and Chief Financial Officer<sup>(1)</sup>

Executive Officer Benefits and Payments Upon Termination (\$)

	Voluntary Termination	Good Reason or Involuntary Not for Cause Termination	For Cause Termination	Death	Disability	Change of Control Without Regard to Termination	Certain Termination Events Following/ Preceding a Change of Control
Cash Compensation	390,000 <sup>(2)</sup>	390,000 <sup>(2)</sup>	390,000 <sup>(2)</sup>	390,000 <sup>(2)</sup>	390,000 <sup>(2)</sup>	—	750,000 <sup>(3)</sup>
Accelerated Stock Option Exercisability	—	—	—	—	—	1,007,491 <sup>(4)</sup>	1,007,491 <sup>(4)</sup>
Accrued Vacation Pay	—	—	—	—	—	—	—
Medical Benefits	—	42,625 <sup>(5)</sup>	—	42,625 <sup>(5)</sup>	42,625 <sup>(5)</sup>	—	42,625 <sup>(5)</sup>
Spread Value of Vested Options	—	—	—	—	—	—	—
Accelerated Vesting of Restricted Stock and Performance Stock Units	—	—	—	—	—	3,318,270 <sup>(6)</sup>	3,318,270 <sup>(6)</sup>
<b>Total</b>	<b>390,000</b>	<b>432,625</b>	<b>390,000</b>	<b>432,625</b>	<b>432,625</b>	<b>4,325,761</b>	<b>5,118,386</b>

<sup>(1)</sup> This table assumes that all termination events occurred on December 31, 2024.

<sup>(2)</sup> Amount shown represents the Company-performance components of the 2024 annual incentive plan that Mr. Berry was entitled to on December 31, 2024. No amount is included for the personal performance component of the annual incentive plan.

<sup>(3)</sup> Amount shown represents 1.5x the sum of Mr. Berry's 2024 annual base salary and his entire cash bonus for 2023, as the 2024 bonus had not been determined or distributed as of December 31, 2024. This amount assumes that following a change of control, Mr. Berry terminated his employment for good reason, or we terminated his employment without cause. Mr. Berry would also receive the amount shown if we terminated his employment without cause at any time within the six months prior to the change of control.

<sup>(4)</sup> The 2020 ECIP provides that the exercisability of outstanding options accelerates upon a change of control. The accelerated options had value on December 31, 2024, to the extent that the exercise price of the options were lower than the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59. The value for each option is calculated as the difference between the exercise price of the option and the closing price of our common stock at the end of the fiscal year, to the extent positive.

<sup>(5)</sup> Under the terms of Mr. Berry's change of control agreement, upon a change of control event, if Mr. Berry terminates his employment for good reason or we terminate his employment without cause, we would continue to provide him and his family with health benefits coverage, at our expense, for up to 18 months (or until he is provided comparable benefits by another employer). Amount shown represents the value of 18 months of coverage under our health plans, using costs in effect as of December 31, 2024.

<sup>(6)</sup> The 2020 ECIP provides that all unvested shares of restricted stock and performance stock units become fully vested upon a change of control. The accelerated restricted stock and performance stock units are valued at the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59, and the 2024 performance stock units are assumed to have been earned at target level.

## Executive Officer Benefits and Payments Upon Termination (\$)

	Voluntary Termination	Good Reason or Involuntary Not for Cause Termination	For Cause Termination	Death	Disability	Change of Control Without Regard to Termination	Certain Termination Events Following/ Preceding a Change of Control
Cash Compensation	276,665 <sup>(2)</sup>	276,665 <sup>(2)</sup>	276,665 <sup>(2)</sup>	276,665 <sup>(2)</sup>	276,665 <sup>(2)</sup>	—	1,255,326 <sup>(3)</sup>
Accelerated Stock Option Exercisability	—	—	—	—	—	1,386,672 <sup>(4)</sup>	1,386,672 <sup>(4)</sup>
Accrued Vacation Pay	—	—	—	—	—	—	—
Medical Benefits	—	25,167 <sup>(5)</sup>	—	25,167 <sup>(5)</sup>	25,167 <sup>(5)</sup>	—	25,167 <sup>(5)</sup>
Spread Value of Vested Options	—	—	—	—	—	—	—
Accelerated Vesting of Restricted Stock and Performance Stock Units	—	—	—	—	—	2,252,407 <sup>(6)</sup>	2,252,407 <sup>(6)</sup>
<b>Total</b>	<b>276,665</b>	<b>301,832</b>	<b>276,665</b>	<b>301,832</b>	<b>301,832</b>	<b>3,639,079</b>	<b>4,919,572</b>

<sup>(1)</sup> This table assumes that all termination events occurred on December 31, 2024.

<sup>(2)</sup> Amount shown represents the Company-performance components of the 2024 annual incentive plan that Ms. Holloway was entitled to on December 31, 2024. No amount is included for the personal performance component of the annual incentive plan.

<sup>(3)</sup> Amount shown represents 1.5x the sum of Ms. Holloway's 2024 annual base salary and her entire cash bonus for 2023, as the 2024 bonus had not been determined or distributed as of December 31, 2024. This amount assumes that following a change of control, Ms. Holloway terminated her employment for good reason, or we terminated her employment without cause. Ms. Holloway would also receive the amount shown if we terminated her employment without cause at any time within the six months prior to the change of control.

<sup>(4)</sup> The 2020 ECIP provides that the exercisability of outstanding options accelerates upon a change of control. The accelerated options had value on December 31, 2024, to the extent that the exercise prices of the options were lower than the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59. The value for each option is calculated as the difference between the exercise price of the option and the closing price of our common stock at the end of the fiscal year, to the extent positive.

<sup>(5)</sup> Under the terms of Ms. Holloway's change of control agreement, upon a change of control event, if Ms. Holloway terminates her employment for good reason or we terminate her employment without cause, we would continue to provide her and her family with health benefits coverage, at our expense, for up to 18 months (or until she is provided comparable benefits by another employer). Amount shown represents the value of 18 months of coverage under our health plans, using costs in effect as of December 31, 2024.

<sup>(6)</sup> The 2020 ECIP provides that all unvested shares of restricted stock and performance stock units become fully vested upon a change of control. The accelerated restricted stock and performance stock units are valued at the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59, and the 2024 performance stock units are assumed to have been earned at target level.

John E. Davis, Senior Vice President, Chief Commercial Officer<sup>(1)</sup>

Executive Officer Benefits and Payments Upon Termination (\$)

	Voluntary Termination	Good Reason or Involuntary Not for Cause Termination	For Cause Termination	Death	Disability	Change of Control Without Regard to Termination	Certain Termination Events Following/ Preceding a Change of Control
Cash Compensation	264,456 <sup>(2)</sup>	264,456 <sup>(2)</sup>	264,456 <sup>(2)</sup>	264,456 <sup>(2)</sup>	264,456 <sup>(2)</sup>	—	1,197,093 <sup>(3)</sup>
Accelerated Stock Option Exercisability	—	—	—	—	—	1,371,771 <sup>(4)</sup>	1,371,771 <sup>(4)</sup>
Accrued Vacation Pay	—	—	—	—	—	—	—
Medical Benefits	—	25,167 <sup>(5)</sup>	—	25,167 <sup>(5)</sup>	25,167 <sup>(5)</sup>	—	25,167 <sup>(5)</sup>
Spread Value of Vested Options	—	—	—	—	—	—	—
Accelerated Vesting of Restricted Stock and Performance Stock Units	—	—	—	—	—	2,249,176 <sup>(6)</sup>	2,249,176 <sup>(6)</sup>
<b>Total</b>	<b>264,456</b>	<b>289,623</b>	<b>264,456</b>	<b>289,623</b>	<b>289,623</b>	<b>3,620,947</b>	<b>4,843,207</b>

<sup>(1)</sup> This table assumes that all termination events occurred on December 31, 2024.

<sup>(2)</sup> Amount shown represents the Company-performance components of the 2024 annual incentive plan that Mr. Davis was entitled to on December 31, 2024. No amount is included for the personal performance component of the annual incentive plan.

<sup>(3)</sup> Amount shown represents 1.5x the sum of Mr. Davis's 2024 annual base salary and his entire cash bonus for 2023, as the 2024 bonus had not been determined or distributed as of December 31, 2024. This amount assumes that following a change of control, Mr. Davis terminated his employment for good reason, or we terminated his employment without cause. Mr. Davis would also receive the amount shown if we terminated his employment without cause at any time within the six months prior to the change of control.

<sup>(4)</sup> The 2020 ECIP provides that the exercisability of outstanding options accelerates upon a change of control. The accelerated options had value on December 31, 2024, to the extent that the exercise prices of the options were lower than the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59. The value for each option is calculated as the difference between the exercise price of the option and the closing price of our common stock at the end of the fiscal year, to the extent positive.

<sup>(5)</sup> Under the terms of Mr. Davis's change of control agreement, upon a change of control event, if Mr. Davis terminates his employment for good reason or we terminate his employment without cause, we would continue to provide him and his family with health benefits coverage, at our expense, for up to 18 months (or until he is provided comparable benefits by another employer). Amount shown represents the value of 18 months of coverage under our health plans, using costs in effect as of December 31, 2024.

<sup>(6)</sup> The 2020 ECIP provides that all unvested shares of restricted stock and performance stock units become fully vested upon a change of control. The accelerated restricted stock and performance stock units are valued at the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59, and the 2024 performance stock units are assumed to have been earned at target level.

Marshall S. Stanton, Senior Vice President, Clinical Research and Chief Medical Officer<sup>(1)</sup>

Executive Officer Benefits and Payments Upon Termination (\$)<sup>(2)</sup>

	Voluntary Termination	Good Reason or Involuntary Not for Cause Termination	For Cause Termination	Death	Disability	Change of Control Without Regard to Termination	Certain Termination Events Following/ Preceding a Change of Control
Cash Compensation	—	—	—	—	—	—	—
Accelerated Stock Option Exercisability	—	—	—	—	—	1,045,513 <sup>(3)</sup>	1,045,513 <sup>(3)</sup>
Accrued Vacation Pay	—	—	—	—	—	—	—
Medical Benefits	—	—	—	—	—	—	—
Spread Value of Vested Options	—	—	—	—	—	—	—
Accelerated Vesting of Restricted Stock and Performance Stock Units	—	—	—	—	—	1,847,915 <sup>(4)</sup>	1,847,915 <sup>(4)</sup>
<b>Total</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>2,893,428</b>	<b>2,893,428</b>

<sup>(1)</sup> This table assumes that the change of control event occurred on December 31, 2024.

<sup>(2)</sup> While Mr. Stanton does not have a Change of Control Agreement with the Company, under the 2020 ECIP, he is entitled to accelerated vesting of certain unvested equity awards upon a change of control.

<sup>(3)</sup> The 2020 ECIP provides that the exercisability of outstanding options accelerates upon a change of control. The accelerated options had value on December 31, 2024, to the extent that the exercise prices of the options were lower than the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59. The value for each option is calculated as the difference between the exercise price of the option and the closing price of our common stock at the end of the fiscal year, to the extent positive.

<sup>(4)</sup> The 2020 ECIP provides that all unvested shares of restricted stock and performance stock units become fully vested upon a change of control. The accelerated restricted stock and performance stock units are valued at the closing price of our common stock on the NYSE on December 31, 2024 of \$28.59, and the 2024 performance stock units are assumed to have been earned at target level.

### Compensation Risk Assessment

The Compensation Committee has determined that our compensation policies and practices for our employees, including our Named Executive Officers, are not reasonably likely to have a material adverse effect on us because the potential for unacceptable risks that may be encouraged, directly or indirectly, through a compensation method is mitigated through policy or practice, the Company's training programs, the Company's internal controls, or external factors such as risk of civil or criminal prosecution, which are made known to employees through training.

Our Compensation Committee routinely assesses our compensation policies and practices and takes this consideration into account as part of its review.

### Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2024, with respect to shares of Artivion common stock that may be issued under existing equity compensation plans.

<b>Securities Authorized for Issuance Under All Equity Compensation Plans<sup>(1)</sup></b>			
<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, PSUs, and RSUs<sup>(2)</sup></b>	<b>Weighted Average Exercise Price of Outstanding Options, PSUs, and RSUs<sup>(3)</sup></b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))<sup>(4)</sup></b>
	(a)	(b)	(c)
Equity compensation plans approved by stockholders	3,398,949	\$18.19	2,741,874
Equity compensation plans not approved by stockholders	—	—	—
<b>Total</b>	<b>3,398,949</b>	<b>\$18.19</b>	<b>2,741,874</b>

(1) Plans include the 2020 ECIP and the Employee Stock Purchase Plan ("ESPP"). As of December 31, 2024, 2,033,373 shares remain available for grant in the 2020 ECIP and 708,501 shares remain available for grant in the ESPP.

(2) Amounts in column (a) include 1,626,823 Stock Options, 1,171,219 RSUs, and 600,907 PSUs (including shares for which performance was not yet calculated as of December 31, 2024, which are calculated at maximum payout which is 282,027 shares above target). The amounts in column (a) do not include 50,312 Restricted Stock Awards (RSAs) that were unvested and outstanding as of December 31, 2024.

(3) Amounts in column (b) only reflect outstanding Stock Options.

(4) Total includes 47,908 shares subject to purchase during our ESPP purchase period ending June 30, 2025, which is calculated using an estimated purchase price of \$23.87, which equals 85% of the closing price of the Company's common stock of \$28.08 on January 2, 2025, the first trading day in the current ESPP offering period.

## OTHER INFORMATION

### CEO Pay Ratio Disclosure

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Pursuant to a mandate of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, we are providing disclosure of the ratio of the median employee's annual total compensation to the total annual compensation of the principal executive officer ("PEO"). The Company's PEO is Mr. Mackin.

	PEO (\$)	Median Employee <sup>(1)</sup> (\$)
Total Compensation <sup>(2)</sup>	5,511,940	67,733
<b>PEO to Median Employee Pay Ratio</b>	<b>81.4 : 1</b>	

- <sup>(1)</sup> In calculating the CEO pay ratio for fiscal 2024, the Company used the same median employee identified in the prior year's disclosure, as there have been no significant changes in employee compensation arrangements or workforce composition that would materially impact the pay ratio calculation. Base salary, commission payments, cash bonus, and equity awards were considered when determining the 2024 compensation of the median employee. All 2024 compensation not paid in U.S. dollars was converted to U.S. dollars using the exchange rate as of December 31, 2024. All equity was recorded at grant date fair value. Base salary was annualized for those employees that were not employed for the full year of 2024.

- <sup>(2)</sup> Total Compensation includes all components recorded in the Summary Compensation Table.

## Pay Versus Performance Disclosure

This section provides disclosure about the relationship between executive compensation actually paid to our principal executive officer (“PEO”) and Non-PEO Named Executive Officers (NEOs) and certain financial performance measures of the Company for the fiscal years listed below. This disclosure has been prepared in accordance with Item 402(v) of Regulation S-K under the Securities Exchange Act of 1934 (the “Pay Versus Performance Rules”) and does not necessarily reflect how the Compensation Committee evaluates compensation decisions.

Year	Summary Compensation Table Total for PEO	Compensation Actually Paid to PEO	Average Summary Compensation Table Total for non-PEO NEOs	Average Compensation Actually Paid to non-PEO NEOs	Value of initial fixed \$100 Investment based on:		Net Income/ (Loss) (\$mm)	AORT Revenue Growth (\$mm)
					AORT Total Shareholder Return	Index Total Shareholder Return		
	(a)	(a)	(b)	(b)	(c)	(c)		(d)
2024	\$5,511,940	\$12,328,862	\$1,703,153	\$3,151,020	\$106	\$138	(\$13)	9%
2023	\$3,176,413	\$7,225,878	\$1,204,664	\$1,835,407	\$66	\$124	(\$31)	12%
2022	\$7,216,340	\$4,718,496	\$1,796,100	\$1,352,869	\$45	\$114	(\$19)	9%
2021	\$4,628,566	\$3,712,538	\$1,286,725	\$1,108,935	\$75	\$140	(\$15)	16%
2020	\$3,415,458	\$327,652	\$977,089	\$454,642	\$87	\$118	(\$17)	-8%

(a) Mr. Mackin served as our only PEO for each year.

(b) Our Non-PEO NEOs in 2024 were Messrs. Berry, Davis and Stanton and Ms. Holloway. Our Non-PEO NEOs in 2023 were Messrs. Lee, Berry, Davis and Ms. Horton and Holloway. Our Non-PEO NEOs in 2022 and 2021 were Messrs. Lee, Davis, Stanton and Ms. Holloway. Our Non-PEO NEOs in 2020 were Messrs. Lee, Davis, Simpson, and Ms. Holloway.

(c) Shareholder returns reflect \$100 invested as of market close on December 31, 2019, the final trading day of fiscal 2019; Index Shareholder Return reflects S&P 500 Health Care Equipment Index.

(d) In the Company’s assessment, for the 2024 fiscal year, AORT revenue growth represents the most important financial performance measure that is not otherwise required to be disclosed in the table that we used to link “compensation actually paid” to our NEOs, including our PEO, to our performance. AORT revenue growth is an adjusted constant currency revenue measure calculated by adjusting for the exchange rate effect on GAAP revenues. We define exchange rate effect as the year-over-year impact of foreign currency movements using current period foreign currency rates applied to prior period transactional currency amounts. As discussed in the Compensation Discussion & Analysis, constant currency revenue growth as calculated in incentive plans may reflect additional adjustments to either the baseline (prior year revenue) or current year results, to exclude the impact of discontinued businesses and other unplanned events that were outside of management’s control. In 2023, we excluded the impact of the Company’s Cardiogenesis business. In 2022, we adjusted to exclude PerClot sales that occurred in 2022 and 2021. In 2021, we measured growth in the second half of the year by comparing to the second half of 2019 rather than 2020.

The following table sets forth a reconciliation from the Summary Compensation Table (“SCT”) to Compensation Actually Paid (“CAP”) to our PEO and for the average paid to our Non-PEO NEOs for each fiscal year.

Year	SCT Total	Less Sum of Stock and Option Award Values from SCT	Value of Current Year Equity Awards at 12/31	Change in Value of Unvested Prior Year Awards at 12/31	Change in Value of Prior Year Awards That Vested In Current Year	Total Compensation Actually Paid
2024	\$5,511,940	(\$3,608,101)	\$5,852,430	\$3,370,222	\$1,202,370	\$12,328,862
2023	\$3,176,413	(\$801,938)	\$1,771,014	\$2,775,817	\$304,572	\$7,225,878
2022	\$7,216,340	(\$5,587,257)	\$4,689,996	(\$1,385,504)	(\$215,079)	\$4,718,496
2021	\$4,628,566	(\$2,977,494)	\$2,402,215	(\$495,663)	\$154,913	\$3,712,538
2020	\$3,415,458	(\$2,323,534)	\$1,931,021	(\$2,326,940)	(\$368,352)	\$327,652

The following table sets forth a reconciliation from the Summary Compensation Table (“SCT”) to Compensation Actually Paid (“CAP”) for the average paid to our Non-PEO NEOs for each fiscal year.

Year	SCT Total	Less Sum of Stock and Option Award Values from SCT	Value of Current Year Equity Awards at 12/31	Change in Value of Unvested Prior Year Awards at 12/31	Change in Value of Prior Year Awards That Vested In Current Year	Total Compensation Actually Paid
		(e)	(f)	(g)	(h)	(i)
2024	\$1,703,153	(\$923,744)	\$1,498,338	\$642,469	\$230,805	\$3,151,020
2023	\$1,204,664	(\$498,431)	\$639,679	\$443,711	\$45,783	\$1,835,407
2022	\$1,796,100	(\$1,124,197)	\$955,981	(\$239,756)	(\$35,259)	\$1,352,869
2021	\$1,286,725	(\$640,635)	\$508,720	(\$72,575)	\$26,701	\$1,108,935
2020	\$977,089	(\$499,129)	\$420,985	(\$371,199)	(\$73,105)	\$454,642

(i) Equal to summary compensation total plus/minus any adjustments related to equity award values as reflected in this table. For purposes of calculating “compensation actually paid,” the fair value of equity awards at year-end 2023 and 2024, and on vesting dates for awards that vested during 2024, were all determined consistent with the approach used to value the awards at the grant date for purposes of the Summary Compensation Table (refer to “Executive Officer Compensation – Summary Compensation Table” for additional information). For any awards subject to performance conditions, the change in fair value as of the end of the covered fiscal year is calculated based on the probable outcome of such conditions as of the last day of the fiscal year. The valuation assumptions used to calculate fair values do not differ materially from those disclosed at the time of grant, other than as reflected in the table below, which summarizes option fair values determined using the Black-Scholes model and related assumptions used to calculate Compensation Actually Paid for fiscal year 2024.

(e) Represents the grant date fair value of equity-based awards made during the covered fiscal year as reported in the Summary Compensation Table.

(f) Represents the year-end fair value of equity awards that were made during the covered fiscal year and remained unvested as of the end of the covered fiscal year.

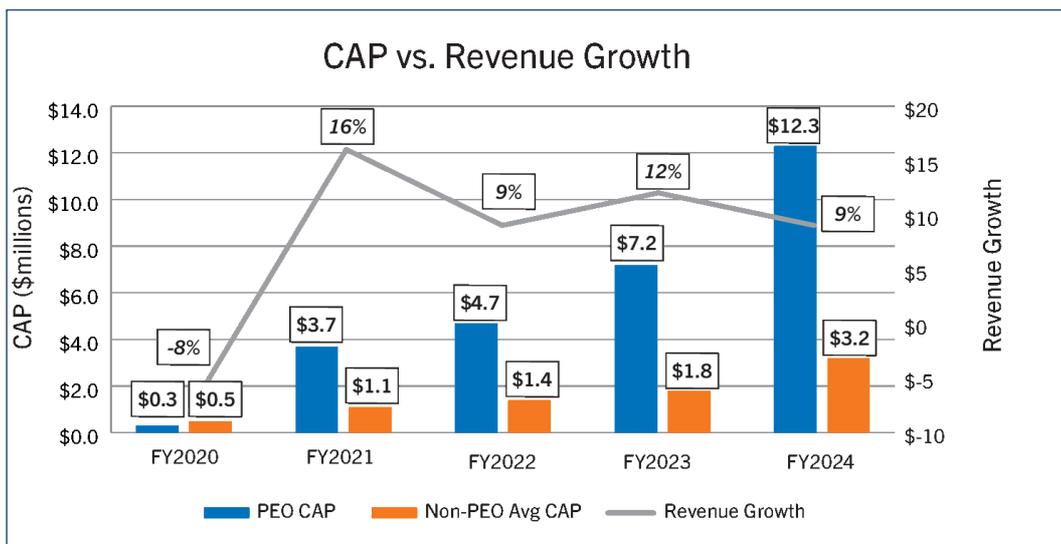
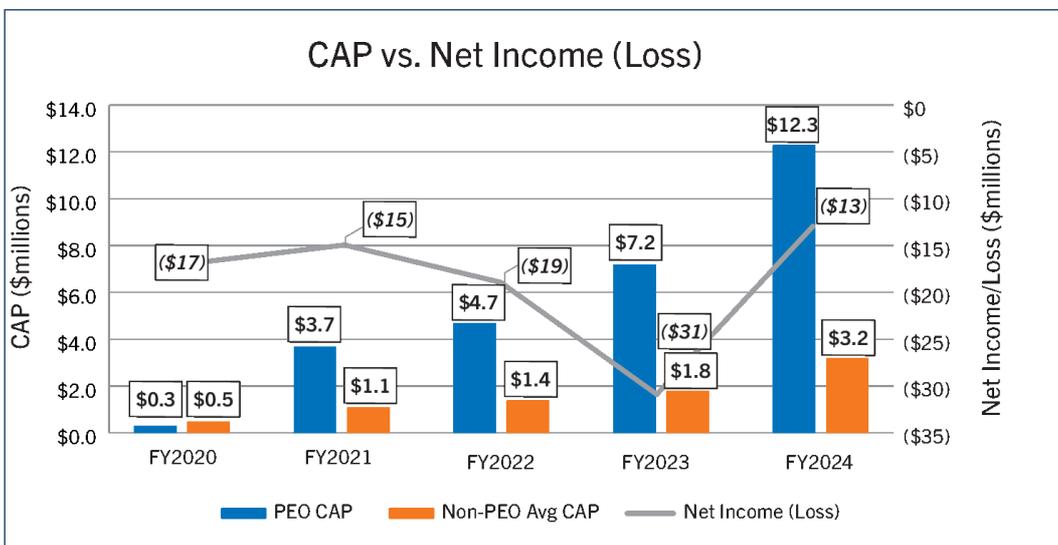
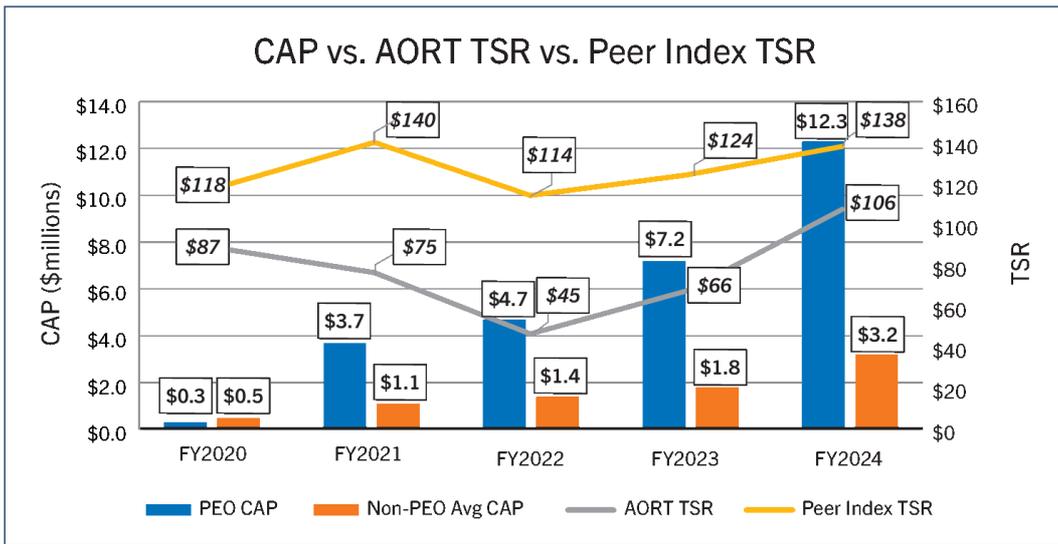
(g) Represents the change as of the end of the covered fiscal year (from the end of the prior fiscal year) in fair value of equity-based awards granted in prior fiscal years that were still unvested as of the covered fiscal year-end.

(h) Represents the change as of the vesting date (from the end of the prior fiscal year) in fair value of equity-based awards granted in prior fiscal years that vested as of the end of or during the covered fiscal year.

(i) Equal to summary compensation total plus/minus any adjustments related to equity award values as reflected in this table. For purposes of calculating “compensation actually paid,” the fair value of equity awards at year-end 2023 and 2024, and on vesting dates for awards that vested during 2024, were all determined consistent with the approach used to value the awards at the grant date for purposes of the Summary Compensation Table (refer to “Executive Officer Compensation – Summary Compensation Table” for additional information). For any awards subject to performance conditions, the change in fair value as of the end of the covered fiscal year is calculated based on the probable outcome of such conditions as of the last day of the fiscal year. The valuation assumptions used to calculate fair values do not differ materially from those disclosed at the time of grant, other than as reflected in the table below, which summarizes option fair values determined using the Black-Scholes model and related assumptions used to calculate Compensation Actually Paid for fiscal year 2024.

Valuation Purpose for PVP	AORT Stock Price	AORT Option Exercise Price	Expected Term (years)	Stock Price Volatility	Risk-free Rate	Option Fair Value
Year-end 2023	\$17.88	\$11.03 - \$24.90	2.13 – 4.93	45%	3.85% - 4.20%	\$3.11 - \$9.89
2024 Vesting	\$18.81 - \$29.66	\$11.03 - \$24.90	2.00 – 3.40	45%	4.05% - 4.64%	\$3.44 - \$19.34
Year-end 2024	\$28.59	\$11.03 - \$18.44	2.15 – 3.93	45%	4.25% - 4.32%	\$13.41 - \$19.23

Relationships Between Compensation Actually Paid (CAP) and TSR, Net Income, and AORT Revenue Growth



**Most Important Financial Measures Related to 2024 Officer Compensation**

In accordance with the Pay Versus Performance Rules, the following table lists the financial performance measures that, in the Company's assessment, represent the most important financial performance measures used to link "compensation actually paid" to our Named Executive Officers, for fiscal year 2024, to Company performance. As discussed in the Compensation Discussion and Analysis, the annual short-term incentive plan used revenue growth (constant currency) and adjusted EBITDA as the primary financial measures for 2024. Annual PSUs granted during 2024 also were earned based on revenue growth (constant currency) and adjusted EBITDA. In 2024, we also applied an R&D-related metric for our annual performance share plan, which consisted of two milestones: (1) the submission of two AMDS PMA modules (i.e., pre-clinical in Q3 2024 and QMS/MFG in Q4 2024) and (2) the submission of the Arcevo LSA IDE in Q4 2024.

**Key Financial Measures**

AORT Revenue Growth (constant currency)
Adjusted EBITDA

## CERTAIN BENEFICIAL OWNERSHIP

The name and business address of each person or entity who beneficially owned more than 5% of the outstanding shares of common stock of Artivion on March 17, 2025, based on information available to us, together with the number of shares owned and the percentage of outstanding shares that ownership represents, is set forth in the following table. The table also shows information concerning beneficial ownership by the Named Executive Officers and by all current non-employee directors and officers as a group. The number of shares beneficially owned is determined under the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under those rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares that the individual has the right to acquire within 60 days after March 17, 2025, through the exercise of any stock option or other right. Unless otherwise indicated, each person has sole investment and voting powers, or shares such powers with his or her spouse, with respect to the shares set forth in the following table. To Artivion's knowledge, none of the shares shown in the table below are subject to a pledge or similar arrangement.

The beneficial ownership percentages set forth in the table below are based on 42,689,303 shares of common stock issued and outstanding as of March 17, 2025.

Beneficial Owner	Number of Shares of Artivion Common Stock Beneficially Owned (#)	Percentage of Outstanding Shares of Artivion Common Stock (%)
J. Patrick Mackin	1,328,648 <sup>(1)</sup>	3.1
Lance A. Berry	152,576 <sup>(2)</sup>	*
Jean F. Holloway	285,155 <sup>(3)</sup>	*
John E. Davis	287,652 <sup>(4)</sup>	*
Marshall S. Stanton	153,815 <sup>(5)</sup>	*
Thomas F. Ackerman	143,571	*
Daniel J. Bevevino	143,736	*
Marna P. Borgstrom	42,763	*
James W. Bullock	62,322	*
Jeffrey H. Burbank	47,471	*
Elizabeth A. Hoff	25,064	*
Jon W. Salvesson	123,515	*
Anthony B. Semedo	36,259	*
Blackrock, Inc.	6,514,785 <sup>(6)</sup>	15.3
Macquarie Group Limited	2,873,431 <sup>(7)</sup>	6.7
The Vanguard Group, Inc.	2,630,873 <sup>(8)</sup>	6.2
Perceptive Advisors LLC	2,383,978 <sup>(9)</sup>	5.6
Morgan Stanley	2,375,713 <sup>(10)</sup>	5.6
All current directors, Named Executive Officers, and other officers as a group (19 persons) <sup>(12)</sup>	3,266,079 <sup>(11)</sup>	7.6

\* Ownership represents less than 1% of outstanding Artivion common stock.

<sup>(1)</sup> Amount includes 555,160 options that are either presently exercisable or will become exercisable within 60 days after March 17, 2025. This amount also includes 274,812 shares of unvested restricted stock subject to forfeiture which Mr. Mackin holds as of March 17, 2025. This amount does not include 91,795 shares earned under 2023 and 2024 performance stock unit awards that had not vested as of March 17, 2025, and that will not vest within 60 days thereafter.

<sup>(2)</sup> Amount includes 31,211 options that are either presently exercisable or will become exercisable within 60 days after March 17, 2025. This amount also includes 101,165 shares of unvested restricted stock subject to forfeiture which Mr. Berry holds as of March 17, 2025. This amount does not include 32,066 shares earned under 2023 and 2024 performance stock unit awards that had not vested as of March 17, 2025, and that will not vest within 60 days thereafter.

<sup>(3)</sup> Amount includes 108,174 options that are either presently exercisable or will become exercisable within 60 days after March 17, 2025. This amount also includes 58,928 shares of unvested restricted stock subject to forfeiture which Ms. Holloway holds as of March 17, 2025. This amount does not include 20,203 shares earned under 2023 and 2024 performance stock unit awards that had not vested as of March 17, 2025, and that will not vest within 60 days thereafter.

- (4) Amount includes 99,160 options that are either presently exercisable or will become exercisable within 60 days after March 17, 2025. This amount also includes 59,760 shares of unvested restricted stock subject to forfeiture that Mr. Davis holds as of March 17, 2025. This amount does not include 20,286 shares earned under 2023 and 2024 performance stock unit awards that had not vested as of March 17, 2025, and that will not vest within 60 days thereafter.
- (5) Amount includes 53,421 options that are either presently exercisable or will become exercisable within 60 days after March 17, 2025. This amount also includes 47,711 shares of unvested restricted stock subject to forfeiture that Mr. Stanton holds as of March 17, 2025. This amount does not include 15,486 shares earned under 2023 and 2024 performance stock unit awards that had not vested as of March 17, 2025, and that will not vest within 60 days thereafter.
- (6) Information based on Schedule 13G/A filed on November 8, 2024 by BlackRock, Inc. ("BlackRock"). Per this schedule, BlackRock has the sole power to vote, or to direct the vote of, and sole power to dispose, or to direct the disposition of, these shares of Artivion common stock. The address for BlackRock is BlackRock, Inc., 50 Hudson Yards, New York, New York 10001.
- (7) Information based on Schedule 13G/A filed on February 14, 2024 by Macquarie Group Limited ("Macquarie"). Per this schedule, Macquarie has the power to vote, or to direct the vote of, and power to dispose, or to direct the disposition of, these shares of Artivion common stock. The address for Macquarie is Macquarie Group Limited, 50 Martin Place, Sydney, New South Wales, Australia.
- (8) Information based on Schedule 13G/A filed on February 13, 2024 by The Vanguard Group, Inc. ("Vanguard"). Per this schedule, Vanguard has the power to vote, or to direct the vote of, and power to dispose, or to direct the disposition of, these shares of Artivion common stock. The address for Vanguard is The Vanguard Group, Inc., 100 Vanguard Blvd, Malvern, Pennsylvania 19355.
- (9) Information based on Schedule 13G filed on March 11, 2024 by Perceptive Advisors LLC ("Perceptive Advisors"). Per this schedule, Perceptive Advisors has the power to vote, or to direct the vote of, and power to dispose, or to direct the disposition of, these shares of Artivion common stock. The address for Perceptive Advisors is 51 Astor Place, 10<sup>th</sup> Floor, New York, New York 10003.
- (10) Information based on Schedule 13G/A filed on February 12, 2024 by Morgan Stanley. Per this schedule, Morgan Stanley has the power to vote, or to direct the vote of, and power to dispose, or to direct the disposition of, these shares of Artivion common stock. The address for Morgan Stanley is 1585 Broadway New York, New York 10036.
- (11) Amount includes:  
1,032,902 options that are presently exercisable or will become exercisable within 60 days after March 17, 2025;  
4,731 shares held of record by the spouses or trusts of executive officers and directors; and  
738,766 shares of unvested restricted common stock subject to forfeiture that all current directors, NEOs, and other officers hold as a group as of March 17, 2025. This amount does not include 231,899 shares earned under 2023 and 2024 performance stock unit awards that had not vested as of March 17, 2025, and that will not vest within 60 days thereafter.
- (12) The business address for all Artivion non-employee directors and employees is: c/o Artivion, Inc., 1655 Roberts Boulevard, NW, Kennesaw, Georgia 30144.

## PROPOSAL THREE – RATIFICATION OF THE PRELIMINARY APPROVAL OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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### General Information

The Audit Committee has preliminarily approved the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2025, subject to the negotiation of fees and other terms for the 2025 engagement. The Board of Directors recommends that the Company's stockholders ratify the preliminary approval of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2025. Representatives of Ernst & Young LLP are expected to attend the 2025 Annual Meeting, and representatives of the firm will have the opportunity to make a statement at the meeting if they desire to do so and will be available to respond to appropriate questions.

The submission of the preliminary approval of Ernst & Young LLP for ratification by stockholders is not legally required; however, the Board of Directors believes that such submission is consistent with best practices in corporate governance and is an opportunity for stockholders to provide direct feedback to the Board of Directors on an important issue of corporate governance, the selection of our independent registered public accounting firm. If the stockholders do not ratify the approval of Ernst & Young LLP, the preliminary selection of such firm as the independent registered public accounting firm for the Company will be reconsidered by the Audit Committee, provided that the Audit Committee retains sole authority with respect to all decisions regarding the engagement of the Company's independent registered public accounting firm, including the decision as to whether or not the 2025 appointment will stand, regardless of whether the stockholders vote to ratify the approval.

### Fees Incurred for Work Performed by the Independent Registered Public Accounting Firm for Fiscal 2024 and Fiscal 2023

The following table presents Ernst & Young LLP's professional service fees for the audit of the Company's annual financial statements for fiscal years ending 2023 and 2024, as well as fees for other services rendered during those periods.

	2024	2023
Audit fees <sup>(1)</sup>	\$2,905,739	\$2,409,952
Audit-related fees	—	—
Tax fees <sup>(2)</sup>	\$20,000	—
All other fees	—	—
Total	\$2,925,739	\$2,409,952

<sup>(1)</sup> Includes work performed for the audit of our annual consolidated financial statements, the review of financial statements included in our quarterly Form 10-Q reports, the audit of internal control over financial reporting, and the services that an independent auditor would customarily provide in connection with statutory requirements, regulatory filings, and similar engagements for the fiscal year, such as comfort letters, attest services, consents, and assistance with review of documents filed with the SEC.

<sup>(2)</sup> Includes tax compliance and reporting services.

The Company's Audit Committee approved all of the services described above. The Audit Committee has determined that the payments made to Ernst & Young LLP for these services are compatible with maintaining such firm's independence.

### Audit Committee's Preapproval Policies and Procedures

The Audit Committee has the sole authority to appoint or replace, compensate, and oversee the work of any independent registered public accounting firm, who must be, when required, a registered firm as defined by law whose purpose is the preparation or issuance of an audit report or related work. The independent registered public accounting firm's reports and other communications are to be delivered directly to the Audit Committee, and the Audit Committee is responsible for the resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting, if any. The Audit Committee annually evaluates the qualifications and performance of the independent registered public accounting firm, including those of its lead partner, and reports on such evaluation to the Board of Directors.

The Audit Committee preapproves all audit and non-audit services performed by the independent registered public accounting firm and all engagement fees and terms in connection therewith, except as otherwise permitted by federal law and regulations. To date, no services have been approved by the Audit Committee pursuant to 17 CFR 210.2-01(c)(7)(i)(C), which provides a limited exception to the requirement that services be approved in advance by the Audit Committee if certain conditions are met.

***Required Vote***

The votes cast "For" this proposal must constitute a majority of shares present, either in person or by proxy, and entitled to vote on this proposal. Abstentions will have the same effect as an "Against" vote. Because brokers and other nominees have discretionary authority to vote on the ratification, we do not expect any broker non-votes in connection with this item.

***The Board of Directors' Recommendation***

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE  
RATIFICATION OF THE PRELIMINARY APPROVAL OF ERNST & YOUNG LLP AS OUR  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**

## PROPOSAL FOUR – APPROVAL OF ADDITIONAL FUNDING OF 3,570,000 SHARES FOR THE AMENDED AND RESTATED ARTIVION, INC. 2020 EQUITY AND CASH INCENTIVE PLAN

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### **General Information**

The Amended and Restated Artivion, Inc. 2020 Equity and Cash Incentive Plan (the “ECIP”), attached hereto as Appendix B, is the governing vehicle through which the Company awards equity and cash incentive compensation to employees and non-employee directors. We are recommending that the stockholders approve additional funding of 3,570,000 shares for the ECIP.

Our Board of Directors proposes the addition of 3,570,000 shares of authorized but unissued shares of our common stock (“Common Stock”) to the 874,696 shares currently remaining in the ECIP (2,675,000 shares of Common Stock were approved by stockholders in 2020 for the ECIP when the plan was created, and an additional 3,040,000 shares of Common Stock were approved by stockholders in 2023). The ECIP expires in May 2030, but we believe that there will be an insufficient number of shares remaining in the ECIP for the Company to make employees’ and non-employee directors’ annual equity grants in Q1 2026 if not replenished through this proposal.

We believe that approval of the additional 3,570,000 shares to the ECIP is in the best interests of the Company and our stockholders because it will enable us to continue to grant equity-based compensation to our key employees, as well as our non-employee directors. Our Board of Directors believes that the achievement of long-term objectives and employee retention are fostered through equity awards that vest over time. By approving the addition of these shares to the ECIP, our stockholders will enable us to continue to offer competitive compensation packages that are linked to Common Stock performance and to continue recruiting and retaining highly qualified employees, including officers, and non-employee directors, through our long-term incentive plans, annual non-employee director grants, and through one-time equity grants (e.g., sign-on grants). Our Board of Directors further believes that, if this proposal is not approved, our ability to align the interests of key employees with stockholders through equity-based compensation will be compromised, which will impair our ability to achieve our business objectives, disrupt our compensation program, and impede our ability to recruit and retain high quality employees and directors. In addition, if we cannot offer equity compensation, we would have to increase our use of cash compensation, which could have an adverse impact on our operations and business plans.

In advising stockholders to vote for this proposal, the Board of Directors and the Compensation Committee, in consultation with management and Willis Towers Watson, the Compensation Committee’s independent compensation advisory firm, considered many factors, including stockholder support at the 2020 annual meeting for the ECIP, including the addition of 2,675,000 shares into the plan, stockholder support at the 2023 annual meeting for an additional 3,040,000 shares for the ECIP, the remaining shares available for grant under the ECIP, the number of previously awarded shares, options, and other awards outstanding under the ECIP, our equity utilization rates, our compensation program design, the Compensation Committee’s Compensation Philosophy, and our business plans and operations. In addition, our Board and the Compensation Committee believe this proposal is reasonable when compared to peer group practices, stockholder viewpoints, and proxy advisory firm guidelines. The Board and the Compensation Committee also believe that the funding level will ensure we have the means to provide competitive long-term incentive compensation to retain key employees, attract new talent, and further align the interests of equity recipients with those of stockholders.

### **Material Differences Following Amendment of the ECIP**

Following stockholder approval of this Proposal Four, the only material difference to the ECIP will be an increase in the total number of authorized shares under the ECIP from 5,715,000 shares to 9,285,000 shares. In all other material respects, the terms of the ECIP will remain the same.

## Key Terms of the ECIP

<i>Plan Term</i>	10 years, or until May 20, 2030
<i>Eligible Participants</i>	All non-employee directors and employees (including consultants and agents) of the Company or its subsidiaries who are selected by the Compensation Committee. As of March 17, 2025 the approximate number of non-employee directors, employees, consultants, and agents who are eligible to participate in the ECIP is 8, 371, 0, and 0, respectively
<i>Shares Authorized</i>	9,285,000 shares following approval of 3,570,000 share increase
<i>Maximum Additional Shares Authorized as a Percent of Outstanding Shares (as of March 17, 2025)</i>	Approximately 8.4% (10.4% including the remaining shares in the plan)
<i>Award Types</i>	Options (Incentive Stock Options and Non-Qualified Options), Stock Appreciation Rights, Stock Unit Awards, Restricted Stock Awards, Restricted Stock Unit Awards, Performance Share Awards, and Cash-Based Awards
<i>Individual Share Limits</i>	The maximum number of Options and/or SARs granted in a given fiscal year is 800,000 for any employee and 75,000 for any non-employee director; and The maximum number of awards other than Options and/or SARs granted in a given fiscal year is 500,000 for any employee and 500,000 for any non-employee director
<i>Individual Cash-Based Award Limits</i>	The maximum dollar amount that may be covered by all Cash-Based Awards granted to any individual during any fiscal year under the Plan is \$2 million for employees and \$500,000 for non-employee directors
<i>Vesting Period</i>	Determined by the Compensation Committee, but no less than 12 months from date of grant, <ul style="list-style-type: none"><li>• except for the Compensation Committee's discretion to provide for accelerated vesting or exercisability in connection with death, disability, retirement, or certain change of control events, and</li><li>• except that up to five percent (5%) of the aggregate number of shares of Stock authorized for issuance under the Plan can become vested or exercisable without regard to service or 12-month vesting requirements</li></ul>
<i>Stock Option Exercise Period</i>	Determined by the Compensation Committee, but no more than seven years from the date of grant
<i>Stock Option Exercise Price</i>	Not less than the fair market value on date of grant, defined as the closing price on the NYSE on the day of the grant
<i>Prohibited</i>	<ul style="list-style-type: none"><li>• Repricing without stockholder approval,</li><li>• Reload options,</li><li>• Acceleration of payment or vesting of any award other than for death, disability, retirement, or change in control, or</li><li>• Dividend and Dividend Equivalents on Options and SARs</li></ul>

## Current Awards Outstanding

Set forth below is information regarding shares currently outstanding under the ECIP, as well as the shares remaining for grant under the ECIP. The Company made the final portion of its annual equity grants to employees on February 28, 2025, and those awards are included in the below data.

Selected Data as of March 17, 2025:

Stock Options outstanding <sup>(1)</sup>	1,455,909
Weighted average exercise price of Options outstanding	\$18.05
Weighted average remaining contractual life of Options outstanding	3.71 years
Share Awards Outstanding <sup>(2)</sup>	
Restricted Share Awards outstanding	
Restricted Share Units outstanding	
Performance Share Units outstanding (at target performance)	1,774,031
Shares remaining for grant under the ECIP <sup>(3)</sup>	874,696

<sup>(1)</sup> No stock options outstanding have Dividend Equivalent Rights.

<sup>(2)</sup> RSAs, RSUs, and PSUs are all included in the total number of Share Awards Outstanding. RSAs are included because they have not vested, even though ownership rights, such as voting, have transferred. PSUs are counted at target.

<sup>(3)</sup> This number does not include 664,049 shares available under the Employee Stock Purchase Plan. Under the ECIP, stock-based awards are granted from a pool of available shares, with stock options counting as 1 share and restricted shares, performance shares, and restricted share units (full value awards) counting as 1.5 shares. Artivion has no equity plans with outstanding awards other than the ECIP.

For additional information regarding stock-based awards previously granted, please see the Company's consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Outstanding awards and shares available for future grants under the ECIP ("overhang") total 4,104,636 and represent 9.6% of our 42,689,303 outstanding shares of Common Stock, as of the proxy record date. If the additional shares are approved by our stockholders, the additional 3,570,000 shares under the plan would increase our overhang at such time to 18.0%.

For the number of securities authorized for issuance under all equity compensation plans as of December 31, 2024, see table *Securities Authorized for Issuance Under All Equity Compensation Plans* at page 59.

Based on the factors considered by our Board of Directors, we estimate that the 874,696 shares available for grant under the ECIP as of March 17, 2025 (the record date), plus the addition of 3,570,000 shares, will provide a sufficient number of shares to enable us to continue to make equity grants the Board of Directors believes are necessary to best achieve corporate goals for at least two-to-three years.

Because of the discretionary nature of any future awards under the ECIP, the amount of such awards is not determinable at this time with respect to the Company's non-employee directors, executive officers (including the Named Executive Officers), or the Company's other employees. Information regarding bonus opportunities, options, and restricted stock units granted in fiscal 2024 to certain executive officers of the Company under the Company's existing plans is set forth in the table captioned *Grants of Plan-Based Awards* at page 45, and information regarding outstanding Options and restricted stock under those plans is set forth in the table captioned *Outstanding Equity Awards on December 31, 2024* at page 47. Information regarding restricted stock granted in fiscal 2024 to the Company's non-employee directors pursuant to the ECIP is set forth under *Fiscal 2024 Director Compensation* at page 22.

### Required Vote

The votes cast "For" this proposal must constitute a majority of shares present, either in person or by proxy, and entitled to vote on this proposal. Abstentions will have the same effect as an "Against" vote. Broker non-votes will have no effect on the outcome of this proposal.

### The Board of Directors' Recommendation

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL OF  
ADDITIONAL FUNDING OF 3,570,000 SHARES FOR THE AMENDED AND RESTATED ARTIVION, INC.  
2020 EQUITY AND CASH INCENTIVE PLAN.**

## HOUSEHOLDING

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For those stockholders who request paper copies of the Proxy documents and share the same last name and address, they may receive only one copy of our Annual Report and Proxy Statement, unless we receive contrary instructions from any stockholder at that address. This is referred to as "householding." If you are receiving only one copy of the Annual Report and Proxy Statement and prefer to receive multiple copies, additional copies will be provided to you promptly upon written or oral request. All communications should be directed as indicated on the instructions that were included on the notice mailing or to Jean F. Holloway, General Counsel and Corporate Secretary, Artivion, Inc., 1655 Roberts Boulevard, NW, Kennesaw, Georgia 30144, (770) 419-3355.

If you are a beneficial owner, you can request additional copies of the Annual Report and Proxy Statement, or you can request householding by notifying your broker, bank, or nominee.

## TRANSACTION OF OTHER BUSINESS

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As of the date of this Proxy Statement, the Board of Directors is not aware of any matters other than those set forth herein and in the Notice of Annual Meeting of Stockholders that will come before the meeting. Should any other matters arise requiring the vote of stockholders, it is intended that proxies will be voted in respect thereto in accordance with the best judgment of the person or persons voting the proxies.

## WHERE YOU CAN FIND ADDITIONAL INFORMATION

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Upon the written request of any record or beneficial owner of common stock of Artivion whose proxy was solicited in connection with the 2025 Annual Meeting, Artivion will furnish such owner, without charge, a copy of its Annual Report on Form 10-K without exhibits for its fiscal year ended December 31, 2024. Requests for a copy of such Annual Report on Form 10-K should be addressed to Jean F. Holloway, General Counsel and Corporate Secretary, Artivion, Inc., 1655 Roberts Boulevard, NW, Kennesaw, Georgia 30144. Copies of this Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2024, may also be obtained without charge through the SEC's website at [www.sec.gov](http://www.sec.gov).

In addition, we file annual, quarterly, and current reports, proxy statements, and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's Public Reference Room located at 100 F Street, NE, Washington, D.C. 20549. You may call the SEC at 1-800-SEC-0330 for further information about the SEC's public reference rooms. Our SEC filings are also available to the public at the SEC's website at [www.sec.gov](http://www.sec.gov) and through our website at <https://investors.artivion.com/>.

It is important that proxies be voted promptly. Stockholders who do not expect to attend the meeting in person are urged to vote their proxies online, by telephone, or by mail, following the instructions at the beginning of this Proxy Statement.

By Order of the Board of Directors:



J. PATRICK MACKIN  
Chairman, President, and Chief Executive Officer

Date: April 1, 2025

## APPENDIX A – NON-GAAP FINANCIAL MEASURE INFORMATION AND RECONCILIATION AND IMPACTS RELATED TO THE CYBERSECURITY INCIDENT

### Non-GAAP Financial Measure Information and Reconciliation

The 2024 annual Cash Bonus and Annual Equity Grant were awarded based, in part, on the achievement of pre-determined levels of constant currency revenue growth and adjusted EBITDA. The use of these non-GAAP adjusted performance measures was intended to create a stronger performance incentive by focusing on controllable variables within the core business and to minimize unintended consequences by excluding items that were highly variable or difficult to predict during the goal-setting process.

The table below provides a reconciliation of 2024 net loss under GAAP to 2024 adjusted EBITDA, non-GAAP:

<b>2024 Net loss, GAAP</b>	<b>\$ (13,359)</b>
Interest expense	34,277
Interest income	(1,467)
Income tax expense	5,845
Depreciation and amortization expense	24,205
Non-cash compensation	14,242
Business development, integration, and severance income	(6,102)
Loss on extinguishment of debt	3,669
Cybersecurity incident	4,583
Loss on foreign currency revaluation	5,369
<b>2024 Adjusted EBITDA, non-GAAP</b>	<b>\$ 71,262</b>

The table below provides a reconciliation of GAAP to non-GAAP revenues:

	2024		2023	
	US GAAP	US GAAP	Exchange Rate Effect	Constant Currency
Aortic stent grafts	123,081	107,469	1,052	108,521
On-X	83,982	74,528	(8)	74,520
Surgical sealants	73,898	68,016	39	68,055
Other	9,269	11,172	8	11,180
Preservation services	98,307	92,819	(34)	92,785
<b>Total</b>	<b>388,537</b>	<b>354,004</b>	<b>1,057</b>	<b>355,061</b>

These numbers are intended to be, and should be, evaluated in the context of the full information provided in our Annual Report on Form 10-K, including the financial statements presented in accordance with GAAP, the footnotes thereto, and the accompanying management's discussion and analysis, as well as in our other filings with the SEC.

The methods used by the Company to calculate these non-GAAP financial measures may differ significantly from methods used by other companies to compute similar measures. As a result, any non-GAAP financial measure presented herein may not be comparable to similar measures provided by other companies.

### Impacts Related to the Cybersecurity Incident

As explained above in the Compensation Discussion and Analysis, the Company's Compensation Committee determined that, but for the Cybersecurity Incident, the Company's 2024 proforma revenue likely would have been \$393.1 million (10.7% constant currency growth), and its adjusted proforma EBITDA likely would have been \$73.9 million (37% growth), as opposed to the Company's actual results of \$388.5 million in revenue (9.4% constant currency growth) and adjusted EBITDA of \$71.3 million (32% growth). The table below provides additional detail regarding the impact of the Cybersecurity Incident on the Company's revenues and adjusted EBITDA.

	Revenue	Adj. EBITDA
<b>Actual</b>	<b>\$389M</b>	<b>\$71M</b>
<b>Constant Currency Growth Rate</b>	<b>9.4% CC</b>	<b>32%</b>
<b>Impacts from Cybersecurity Incident:</b>		
Orders prepared, not shipped	\$1M	\$0.5M
Product availability delays due to manual workarounds	\$3.5M	\$2M
<b>Excluding Cybersecurity Incident</b>	<b>\$393M</b>	<b>\$74M</b>
<b>Constant Currency Growth Rate</b>	<b>10.7% CC</b>	<b>37%</b>

AMENDED AND RESTATED ARTIVION, INC.  
2020 EQUITY AND CASH INCENTIVE PLAN

SECTION 1  
GENERAL

**1.1 Purpose.** The Amended and Restated Artivion, Inc. 2020 Equity and Cash Incentive Plan (the “Plan”) has been established by Artivion, Inc. (the “Company”)<sup>1</sup> to (i) attract, retain, and reward persons eligible to participate in the Plan; (ii) motivate Participants (as defined in Section 1.2 below), by means of appropriate incentives, to achieve annual and long-term goals; (iii) provide equity compensation to Directors of the Company; (iv) provide incentive compensation opportunities to employee Participants that are competitive with those of companies with whom the Company competes for talent; and (v) further align Participants’ interests with those of the Company’s stockholders through compensation that is based on the Company’s common stock; and thereby promote the long-term interests of the Company and its Subsidiaries, as Subsidiaries are defined in Section 11(i), including the growth in value of the Company’s equity and enhancement of long-term stockholder return. Pursuant to the Plan, Participants may receive Options, SARs, Other Stock Awards, or Cash-Based Awards, each as defined herein (collectively referred to as “Awards”).

**1.2 Participation.** Subject to the terms and conditions of the Plan, the Committee (as defined in Section 8) shall determine and designate, from time to time, from among the Eligible Grantees, as defined in Section 11(f), those persons who will be granted one or more Awards under the Plan, and thereby become “Participants” in the Plan. In the discretion of the Committee, a Participant may be granted any Award permitted under the provisions of the Plan, and more than one Award may be granted to a Participant. Subject to the provisions of Section 8.2(e), Awards may be granted as alternatives to or replacement of awards outstanding under the Plan, or any other plan or arrangement of the Company or a Subsidiary (including a plan or arrangement of a business or entity, all or a portion of which is acquired by the Company or a Subsidiary).

**1.3 Operation, Administration, and Definitions.** The operation and administration of the Plan, including the Awards made under the Plan, shall be subject to the provisions of Section 7 (relating to operation and administration). Capitalized terms in the Plan shall be defined as set forth in the Plan (including the definition provisions of Section 11 of the Plan).

SECTION 2  
OPTIONS AND SARs

**2.1 Definitions.**

(a) The grant of an “Option” entitles the Participant to purchase shares of Stock at an Exercise Price established by the Committee. Options granted under this Section 2 may either be Incentive Stock Options (“ISOs”) or Non-Qualified Options (“NQOs”), as determined in the discretion of the Committee. An “ISO” is an Option that is intended to satisfy the requirements applicable to an “incentive stock option” described in Section 422(b) of the Code. An “NQO” is an Option that is not intended to be an “incentive stock option” as that term is described in Section 422(b) of the Code.

(b) A stock appreciation right (a “SAR”) entitles the Participant to receive, in cash or Stock (as determined in accordance with Subsection 2.5), value equal to (or otherwise based on) the excess of: (a) the Fair Market Value (as defined in Section 11) of a specified number of shares of Stock at the time of exercise; over (b) an Exercise Price established by the Committee.

**2.2 Exercise Price.** The Exercise Price of each Option and SAR granted under this Section 2 shall be not less than 100% of the Fair Market Value of a share of Stock on the date of grant of the Award, unless a higher price is established by the Committee or determined by a method established by the Committee at the time the Option or SAR is granted.

**2.3 Exercise.** An Option and an SAR shall be exercisable in accordance with such terms and conditions and during such periods as may be established by the Committee, before or after grant.

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<sup>1</sup> On January 4, 2022, the Company’s Board of Directors approved amending the Plan to reflect the Company’s name change from CryoLife, Inc. to Artivion, Inc., and the Company’s reincorporation from Florida to Delaware.

**2.4 Payment of Option Exercise Price.** The payment of the Exercise Price of an Option granted under this Section 2 shall be subject to the following:

(a) Subject to the following provisions of this Subsection 2.4, the full Exercise Price for shares of Stock purchased upon the exercise of any Option shall be paid at the time of such exercise (except that, in the case of an exercise arrangement approved by the Committee and described in paragraph 2.4(c), payment may be made as soon as practicable after the exercise).

(b) The Exercise Price shall be payable in cash or by tendering (by actual delivery of shares) unrestricted shares of Stock that are acceptable to the Committee, valued at Fair Market Value as of the day the shares are tendered, or in any combination of cash or shares, as determined by the Committee.

(c) To the extent permitted by applicable law, a Participant may elect to pay the Exercise Price upon the exercise of an Option by irrevocably authorizing a third party to sell shares of Stock (or a sufficient portion of the shares) acquired upon exercise of the Option and remit to the Company a sufficient portion of the sale proceeds to pay the entire Exercise Price and any tax withholding resulting from such exercise.

**2.5 Settlement of Award.** Shares of Stock delivered pursuant to the exercise of an Option or an SAR shall be subject to such conditions, restrictions and contingencies as the Committee may establish in the applicable Award Agreement. Settlement of SARs may be made in shares of Stock (valued at their Fair Market Value at the time of exercise), in cash, or in a combination thereof, as determined in the discretion of the Committee. The Committee, in its discretion, may impose such conditions, restrictions and contingencies with respect to shares of Stock acquired pursuant to the exercise of an Option or an SAR as the Committee determines to be desirable.

**2.6 Restrictions on Options and SAR Awards.** Each Option and SAR shall be subject to the following:

- (a) The term of any Option or SAR granted under the Plan shall not exceed seven years from the date of grant.
- (b) No option or SAR shall carry dividend rights or dividend equivalent rights.
- (c) Any such Award shall be subject to such conditions, restrictions and contingencies as the Committee shall determine.

### SECTION 3 OTHER STOCK AWARDS

**3.1 Definitions.** The term "Other Stock Awards" means any of the following:

- (a) A "Stock Unit" Award is the grant of a right to receive shares of Stock in the future.
- (b) A "Performance Share" Award is a grant of a right to receive shares of Stock or Stock Units, which is contingent on the achievement of performance or other objectives during a specified period.
- (c) A "Restricted Stock" Award is a grant of shares of Stock, and a "Restricted Stock Unit" Award is the grant of a right to receive shares of Stock in the future, with such shares of Stock or right to future delivery of such shares of Stock subject to a risk of forfeiture or other restrictions that will lapse upon the achievement of one or more goals relating to completion of service by the Participant, or achievement of performance or other objectives, as determined by the Committee.

**3.2 Restrictions on Other Stock Awards.** Each Stock Unit Award, Restricted Stock Award, Restricted Stock Unit Award and Performance Share Award shall be subject to such conditions, restrictions and contingencies as the Committee shall determine.

### SECTION 4 CASH-BASED AWARDS

**4.1 Definitions.** The term "Cash-Based Award" means a right or other interest granted to a Participant under Section 4.2 of the Plan that may be denominated or payable in cash, other than an Award pursuant to which the amount of cash is determined by reference to the value of a specific number of shares of Stock. For the avoidance of doubt, dividend equivalents constitute Cash-Based Awards.

**4.2 Grant of Cash-Based Awards.** The Committee is authorized to grant Awards to Participants in the form of Cash-Based Awards, as deemed by the Committee to be consistent with the purposes of the Plan, subject to such vesting and other conditions as the Committee shall determine in its sole discretion. At the time of the grant of Cash-Based Awards, the Committee may place restrictions on the payout or vesting of Cash-Based Awards that shall lapse, in whole or in part, only upon the attainment of Performance Goals. The Committee shall determine the terms and conditions of such Awards at the date of grant. The maximum dollar amount that may be covered by all Cash-Based Awards granted to any individual during any fiscal year under the Plan is \$2 million for employees and \$500,000 for non-employee directors. At the discretion of the Committee, Cash-Based Awards under this Plan may be issued jointly under this Plan and any other cash incentive or similar plan of the Company; provided, however, that if a Cash-Based Award is issued under this Plan and another plan of the Company, to the extent of a conflict in the provisions of this Plan and the other plan, the terms of this Plan shall control.

## SECTION 5 PERFORMANCE-BASED COMPENSATION

**5.1 Grant of Performance-Based Compensation.** The Committee may determine that any Awards granted to a Covered Employee shall be considered performance-based compensation, in which case the provisions of this Section 5 shall apply. When Awards are made under this Section 5, the Committee shall establish in writing (i) the objective Performance Goals that must be met, (ii) the period during which performance will be measured, (iii) the maximum amounts that may be paid if the Performance Goals are met, and (iv) any other conditions that the Committee deems appropriate.

**5.2 Pre-establishment of Performance Goals.** Performance Goals will, barring unusual or compelling circumstances, be pre-established by the Committee in writing not later than 90 days after the commencement of the period of service to which the Performance Goal relates, provided that the outcome is substantially uncertain at the time the Committee actually established the goal.

**5.3 Adjustments to Performance Goals.** The Committee in its sole discretion shall have the authority to make adjustments to the Performance Goals in recognition of unusual or non-recurring events affecting the Company or any Subsidiary of the Company or the financial statements of the Company or any Subsidiary of the Company, in response to anticipated or actual changes in applicable laws or regulations, including changes in generally accepted accounting principles or practices, or to account for items of gain, loss or expense determined to be extraordinary or unusual in nature or infrequent in occurrence or related to the disposal of a segment or product line of a business, as applicable. In addition, the Committee may specify that certain equitable adjustments to the Performance Goals will be made during the applicable performance period, provided such specification occurs in writing.

**5.4 Certification of Performance Results.** The Committee shall certify the satisfaction of the Performance Goal for the applicable performance period specified in the Award agreement after the performance period ends and prior to any payment with respect to the Award. The Committee shall determine the amount, if any, to be paid pursuant to each Award based on the achievement of the Performance Goals and the satisfaction of all other terms of the Award agreement.

**5.5 Payment Upon Death or Disability or Other Circumstances.** The Committee may authorize that Awards under this Section 5 shall be payable, in whole or in part, in the event of the Participant's death or disability, or under other circumstances.

## SECTION 6 STOCK SUBJECT TO THE PLAN

**6.1 Awards Subject to Plan.** Awards granted under the Plan shall be subject to the following:

(a) Subject to the following provisions of this Subsection 6.1, the maximum number of shares of Stock that may be delivered to Participants and their beneficiaries under the Plan shall be 9,285,000 shares of Stock, including the remainder of any shares available and issuable under the Plan as of May 13, 2025, less the number of non-forfeited shares of Stock subject to outstanding Awards that have been granted but not yet vested. Shares of Stock issuable hereunder may, in whole or in part, be authorized but unissued shares or shares of Stock that shall have been or may be reacquired by the Company in the open market, in private transactions or otherwise. Notwithstanding the foregoing, with respect to SARs that are settled in Stock, the aggregate number of shares of Stock subject to the SAR grant shall be counted against the shares available for issuance under the Plan as one share for every share subject thereto, regardless of the number of shares used to settle the SAR upon exercise. For every share of Stock awarded hereunder in respect of Other Stock Awards, the maximum number of shares reserved for grant hereunder shall be reduced by 1.5 shares.

(b) Subject to adjustment in accordance with Subsections 6.2 and 6.3, the following additional maximums are imposed under the Plan: the maximum number of shares of Stock that may be covered by Awards granted to any one individual pursuant to Section 2 (relating to Options and SARs) shall be 800,000 for employees and 75,000 for non-employee directors during any fiscal year and the maximum number of shares of Stock that may be covered by Other Stock Awards granted to any one individual pursuant to Section 3 shall be 500,000 for employees and 500,000 for non-employee directors during any fiscal year; and

(c) To the extent any shares of Stock covered by an Award are not delivered to a Participant or beneficiary because the Award is forfeited or canceled, or the shares of Stock are not delivered because the Award is settled in cash, such shares shall not be deemed to have been delivered for purposes of determining the maximum number of shares of Stock available for delivery under the Plan. To the extent that shares of Stock subject to Other Stock Awards, and the issuance of which reduced the maximum number of shares authorized for issuance under the Plan by 1.5 shares, are forfeited or cancelled, or if such an Award terminates or expires without a distribution of shares to the Participant, the number of shares of Stock remaining for Award grants hereunder shall be increased by 1.5 for each share forfeited, cancelled or otherwise not delivered. Shares of Stock shall not again be available if such shares are surrendered or withheld as payment of either the exercise price of an Award and/ or withholding taxes in respect of an Award. Awards that are settled solely in cash shall not reduce the number of shares of Stock available for Awards. Upon the exercise of any Award granted in tandem with any other Award, such related Awards shall be cancelled to the extent of the number of shares of Stock as to which the Award is exercised and, notwithstanding the foregoing, such number of shares shall no longer be available for Awards under the Plan. The maximum number of shares of Stock available for delivery under the Plan shall not be reduced for shares subject to plans assumed by the Company in an acquisition of an interest in another company.

**6.2 Adjustments for Changes in Capitalization.** If the outstanding shares of Stock are changed into or exchanged for a different number or kind of shares or other securities of the Company by reason of any recapitalization, reclassification, stock split, stock dividend, combination, subdivision or similar transaction, or if the Company makes an extraordinary dividend or distribution to its stockholders (including without limitation to implement a spinoff) (each, a "Corporate Transaction") then, subject to any required action by the stockholders of the Company, the number and kind of shares of Company stock available under the Plan or subject to any limit or maximum hereunder shall automatically be proportionately adjusted, with no action required on the part of the Committee or otherwise. Subject to any required action by the stockholders, the number and kind of shares covered by each outstanding Award, and the price per share in each such Award, shall also be automatically proportionately adjusted for any increase or decrease in the number of issued shares of the Company resulting from a Corporate Transaction or any other increase or decrease in the number of such shares, or any decrease in the value of such shares, effected without receipt of consideration by the Company. Notwithstanding the foregoing, no fractional shares shall be issued or made subject to an Option, SAR or Other Stock Award in making the foregoing adjustments. All adjustments made pursuant to this Section shall be final, conclusive and binding upon the holders of Options, SARs and Other Stock Awards.

**6.3 Certain Mergers and Other Extraordinary Events.** If the Company merges or consolidates with another corporation, or if the Company is liquidated or sells or otherwise disposes of substantially all of its assets while unexercised Options or other Awards remain outstanding under this Plan, (A) subject to the provisions of clause (C) below, after the effective date of the merger, consolidation, liquidation, sale or other disposition, as the case may be, whether or not the Company is the surviving corporation, each holder of an outstanding Option or other Award shall be entitled, upon exercise of that Option or Award or in place of it, as the case may be, to receive, at the option of the Committee and in lieu of shares of Stock, (i) the number and class or classes of shares of Stock or other securities or property to which the holder would have been entitled if, immediately prior to the merger, consolidation, liquidation, sale or other disposition, the holder had been the holder of record of a number of shares of Stock equal to the number of shares of Stock as to which that Option may be exercised or are subject to the Award or (ii) shares of stock of the company that is the surviving corporation in such merger, consolidation, liquidation, sale or other disposition having a value, as of the date of payment under Subsection 6.3(i) as determined by the Committee in its sole discretion, equal to the value of the shares of Stock or other securities or property otherwise payable under Subsection 6.3(i); (B) whether or not the Company is the surviving corporation, if Options or other Awards have not already become exercisable, the Board of Directors may waive any limitations set forth in or imposed pursuant to this Plan so that all Options or other Awards, from and after a date prior to the effective date of that merger, consolidation, liquidation, sale or other disposition, as the case may be, specified by the Board of Directors, shall be exercisable in full; and (C) all outstanding Options or SARs may be cancelled by the Board of Directors as of the effective date of any merger, consolidation, liquidation, sale or other disposition, provided that with respect to a merger or consolidation the Company is not the surviving company, and provided further that any optionee or SAR holder shall have the right immediately prior to such event to exercise his or her Option or SAR to the extent such optionee or holder is otherwise able to do so in accordance with this Plan or his or her individual Option or SAR agreement; provided, further, that any such cancellation pursuant to this Section 6.3 shall be contingent upon the payment to the affected Participants of

an amount equal to (i) in the case of any out-of-the-money Option or SAR, cash, property or a combination thereof having an aggregate value equal to the value of such Option or SAR, as determined by the Committee or the Board of Directors, as applicable, in its sole discretion, and (ii) in the case of an in-the-money Option or SAR, cash, property or a combination thereof having an aggregate value equal to the excess of the value of the per-share amount of consideration paid pursuant to the merger, consolidation, liquidation, sale or other disposition, as the case may be, giving rise to such cancellation, over the exercise price of such Option or SAR multiplied by the number of shares of Stock subject to the Option or SAR.

Any adjustments pursuant to this Subsection 6.3 shall be made by the Board or Committee, as the case may be, whose determination in that respect shall be final, binding and conclusive, regardless of whether or not any such adjustment shall have the result of causing an ISO to cease to qualify as an ISO.

**6.4 Changes in Par Value.** In the event of a change in the shares of the Company as presently constituted, which is limited to a change of all of its authorized shares with par value into the same number of shares with a different par value or without par value, the shares resulting from any such change shall be deemed to be the shares within the meaning of this Plan.

**6.5 Limitation on Grantees' Rights.** Except as hereinbefore expressly provided in this Section 6, a Participant shall have no rights by reason of any subdivision or consolidation of shares of stock of any class or the payment of any stock dividend or any other increase or decrease in the number of shares of stock of any class or by reason of any dissolution, liquidation, merger, or consolidation or spin-off of assets or stock of another corporation, and any issue by the Company of shares of stock of any class, shall not affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Stock subject to an Award, unless the Committee shall otherwise determine.

**6.6 Company Right and Power.** The grant of any Award pursuant to this Plan shall not adversely affect in any way the right or power of the Company (A) to make adjustments, reclassifications, reorganizations or changes of its capital or business structure, (B) to merge or consolidate, (C) to dissolve, liquidate or sell or transfer all or any part of its business or assets or (D) to issue any bonds, debentures, preferred or other preference stock ahead of or affecting the Stock.

**6.7 Fractional Shares.** If any action described in this Section 6 results in a fractional share for any Participant under any Award hereunder, such fraction shall be completely disregarded, and the Participant shall be entitled only to the whole number of shares resulting from such adjustment.

## SECTION 7 OPERATION AND ADMINISTRATION

**7.1 Effective Date; Duration.** The Plan is effective as of the date of its initial approval by the stockholders of the Company at the 2020 Annual Meeting of Shareholders, to be held on May 20, 2020. The Plan will have a duration of ten years from May 20, 2020, and provided that in the event of Plan termination, the Plan shall remain in effect so long as any Awards under it are outstanding; provided further, however, that no Award may be granted under the Plan on a date that is more than ten years from May 20, 2020.

**7.2 Vesting.** Notwithstanding anything in the Plan to the contrary, all Options, SARs, and Other Awards (including, but not limited to, performance-based awards) shall vest or become exercisable no earlier than twelve months from the date on which such Award is granted, except for the Committee's discretion to provide for accelerated vesting or exercisability in connection with death, disability, retirement, or events as described above at Section 6.3, and except that up to five percent (5%) of the aggregate number of shares of Stock authorized for issuance under the Plan may be issued pursuant to Options, SARs, and Other Awards without regard to the service vesting and exercisability requirements of this Section 7.2. The term of any Award granted under the Plan will not exceed seven years from the date of grant.

**7.3 Uncertificated Stock.** To the extent that the Plan provides for issuance of stock certificates to reflect the issuance of shares of Stock, the issuance may be effectuated on a non-certificated basis, to the extent not prohibited by applicable law or the applicable rules of any stock exchange.

**7.4 Tax Withholding.** All distributions under the Plan are subject to withholding of all applicable taxes, and the Committee may condition the delivery of any shares or other benefits under the Plan on satisfaction of the applicable withholding obligations. The Committee, in its discretion, and subject to such requirements as the Committee may impose prior to the occurrence of such withholding, may permit such withholding obligations to be satisfied through cash payment by the Participant, through the surrender of shares of Stock which the Participant already owns, or through the surrender of unrestricted shares of Stock to which the Participant is otherwise entitled under the Plan, but only to the extent of the minimum amount required to be withheld under applicable law.

**7.5 Use of Shares.** Subject to the overall limitation on the number of shares of Stock that may be delivered under the Plan, the Committee may use available shares of Stock as the form of payment for compensation, grants or rights earned or due under any other compensation plans or arrangements of the Company or a Subsidiary, including the plans and arrangements of the Company or a Subsidiary assumed in business combinations.

**7.6 Dividends and Dividend Equivalents.** An Award, excluding Options and SAR Awards, may provide the Participant with the right to receive dividend payments or dividend equivalent payments with respect to Stock subject to the Award (both before and after the Stock subject to the Award is earned or vested), which payments may be either made currently or credited to an account for the Participant, and may be settled in cash or Stock as determined by the Committee. Any such settlements, and any such crediting of dividends or dividend equivalents or reinvestment in shares of Stock, may be subject to such conditions, restrictions and contingencies as the Committee shall establish, including the reinvestment of such credited amounts in Stock equivalents. In the event an Award is conditioned on the achievement of one or more Performance Goals, any dividend payments or dividend equivalent payments will only be earned, vested or acquired to the extent the underlying Stock subject to the Award is earned, vested or acquired.

**7.7 Payments.** Awards may be settled through cash payments, the delivery of shares of Stock, the granting of replacement Awards, or any combination thereof as the Committee shall determine. Any Award settlement, including payment deferrals, may be subject to such conditions, restrictions and contingencies as the Committee shall determine. The Committee may permit or require the deferral of any Award payment, subject to such rules and procedures as it may establish.

**7.8 Transferability.** Except as otherwise provided by the Committee, Awards under the Plan are not transferable except as designated by the Participant by will or by the laws of descent and distribution.

**7.9 Form and Time of Elections.** Unless otherwise specified herein, each election required or permitted to be made by any Participant or other person entitled to benefits under the Plan, and any permitted modification, or revocation thereof, shall be in writing filed with the Committee at such times, in such form, and subject to such restrictions and limitations, not inconsistent with the terms of the Plan, as the Committee shall require.

**7.10 Agreement with Company.** An Award under the Plan shall be subject to such terms and conditions, not inconsistent with the Plan, as the Committee shall, in its sole discretion, prescribe. The terms and conditions of any Award to any Participant, other than cash awards, shall be reflected in such form of a written or electronic document as is determined by the Committee. A copy of such document shall be made available to the Participant, and the Committee may, but need not, require that the Participant sign a copy of such document or otherwise indicate his or her consent. Such document is referred to in the Plan as an "Award Agreement" regardless of whether any Participant signature is required.

**7.11 Action by Company or Subsidiary.** Any action required or permitted to be taken by the Company or any Subsidiary under this Plan shall be by action of its Board of Directors, or by action of one or more members of the Board (including a committee of the Board) who are duly authorized to act for the Board, or (except to the extent prohibited by applicable law or applicable rules of any stock exchange) by a duly authorized officer of such company.

**7.12 Gender and Number.** Where the context admits, words in any gender shall include any other gender, words in the singular shall include the plural and the plural shall include the singular.

**7.13 Limitation of Implied Rights.**

(a) Neither a Participant nor any other person shall, by reason of participation in the Plan, acquire any right in or title to any assets, funds or property of the Company or any Subsidiary whatsoever, including, without limitation, any specific funds, assets, or other property which the Company or any Subsidiary, in its sole discretion, may set aside in anticipation of a liability under the Plan. A Participant shall have only a contractual right to the Stock or amounts, if any, payable under the Plan, unsecured by any assets of the Company or any Subsidiary, and nothing contained in the Plan shall constitute a guarantee that the assets of the Company or any Subsidiary shall be sufficient to pay any benefits to any person.

(b) The Plan does not constitute a contract of employment, and selection as a Participant will not give any participating employee the right to be retained in the employ of the Company or any Subsidiary, nor any right or claim to any benefit under the Plan, unless such right or claim has specifically accrued under the terms of the Plan. Except as otherwise provided in the Plan, no Award under the Plan shall confer upon the holder thereof any rights as a stockholder of the Company prior to the date on which the individual fulfills all conditions for receipt of such rights.

7.14 **Evidence.** Evidence required of anyone under the Plan may be by certificate, affidavit, document or other information which the person acting on it considers pertinent and reliable, and shall be signed, made or presented by the proper party or parties.

7.15 **Termination of Employment Following Change in Control.** In the event that the employment of a Participant who is an employee of the Company or a Subsidiary is terminated by the Company during the six-month period following a Change in Control, all of such Participant's outstanding Options and SARs may thereafter be exercised by the Participant, to the extent that such Options and SARs were exercisable as of the date of such termination of employment (x) for a period of six months from such date of termination or (y) until expiration of the stated term of such Option or SAR, whichever period is the shorter.

7.16 **Section 409A.** It is intended that all Options and SARs granted under the Plan shall be exempt from the provisions of Section 409A of the Code and that all Other Stock Awards under the Plan, to the extent that they constitute "non-qualified deferred compensation" within the meaning of Section 409A of the Code, will comply with Section 409A of the Code (and any regulations and guidelines issued thereunder). The Plan and any Award Agreements issued hereunder may be amended in any respect deemed by the Board or the Committee to be necessary in order to preserve compliance with Section 409A of the Code or any successor section of the Code.

#### 7.17 Regulations and Other Approvals.

(a) The obligation of the Company to sell or deliver Stock with respect to any Award granted under the Plan or make any other distribution of benefits under the Plan shall be subject to all applicable laws, rules and regulations, including all applicable federal and state securities laws (including, without limitation, the requirements of the Securities Act of 1933) and all applicable requirements of any securities exchange or similar entity, and the obtaining of all such approvals by governmental agencies as may be deemed necessary or appropriate by the Committee.

(b) Each Award is subject to the requirement that, if at any time the Committee determines, in its absolute discretion, that the listing, registration or qualification of Stock issuable pursuant to the Plan is required by any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory body is necessary or desirable as a condition of, or in connection with, the grant of an Award or the issuance of Stock, no such Award shall be granted or payment made or Stock issued, in whole or in part, unless listing, registration, qualification, consent or approval, as applicable, has been effected or obtained free of any conditions not acceptable to the Committee.

(c) In the event that the disposition of Stock acquired pursuant to the Plan is not covered by a then current registration statement under the Securities Act of 1933 and is not otherwise exempt from such registration, such Stock shall be restricted against transfer to the extent required by the Securities Act of 1933, as amended, or regulations thereunder, and applicable state securities laws, and the Committee may require a Participant receiving Stock pursuant to the Plan, as a condition precedent to receipt of such Stock, to represent to the Company in writing that the Stock acquired by such Participant is acquired for investment only and not with a view to distribution.

(d) With respect to persons subject to Section 16 of the Securities and Exchange Act of 1934, as amended, it is the intent of the Company that the Plan and all transactions under the Plan comply with all applicable provisions of Rule 16b-3.

7.18 **Awards to Employees Subject to Taxation Outside of the United States.** Without amending the Plan, Awards may be granted to Participants who are foreign nationals or who are employed outside the United States or both, on such terms and conditions different from those specified in the Plan as may, in the judgment of the Committee, be necessary or desirable to further the purposes of the Plan. Such different terms and conditions may be reflected in Addenda to the Plan or in the applicable Award Agreement. However, no such different terms or conditions shall be employed if such terms or conditions constitute, or in effect result in, an increase in the aggregate number of shares which may be issued under the Plan or a change in the definition of Eligible Grantee.

SECTION 8  
COMMITTEE

**8.1 Administration.** The authority to control and manage the operation and administration of the Plan shall be vested in a committee (the "Committee") in accordance with this Section 8. The Committee shall be selected by the Board and shall consist solely of two or more members of the Board who are non-employee Directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. If the Committee does not exist, or for any other reason determined by the Board, the Board may take any action under the Plan that would otherwise be the responsibility of the Committee. Unless otherwise determined by the Board, Artivion's Compensation Committee shall be designated as the "Committee" hereunder.

**8.2 Powers of Committee.** The Committee's administration of the Plan shall be subject to the following:

(a) Subject to the provisions of the Plan, the Committee will have the authority and discretion to select from among the Eligible Grantees those persons who shall receive Awards, to determine the time or times of receipt, to determine the types of Awards and the number or value of shares or amount of cash covered by the Awards, to establish the terms, conditions, performance criteria, restrictions, and other provisions of such Awards, and (subject to the restrictions imposed by Section 9) to cancel or suspend Awards, and to waive or otherwise modify any vesting or other restrictions contained in awards. The Committee may also, without obtaining stockholder approval, amend any outstanding award to provide the holder thereof with additional rights or benefits of the type otherwise permitted by the Plan, including without limitation, extending the term thereof; provided, however, that in no event may the term of any Option or SAR exceed seven years.

(b) The Committee will have the authority and discretion to interpret the Plan, to establish, amend, and rescind any rules and regulations relating to the Plan, to determine the terms and provisions of any Award Agreement made pursuant to the Plan, and to make all other determinations that may be necessary or advisable for the administration of the Plan.

(c) Any interpretation of the Plan by the Committee and any decision made by it under the Plan is final and binding on all persons.

(d) In controlling and managing the operation and administration of the Plan, the Committee shall take action in a manner that conforms to the certificate of incorporation and by-laws of the Company, and applicable state corporate law.

(e) Subject to Section 6.2 hereof, neither the Board, the Committee nor their respective delegates shall have the authority to (i) re-price (or cancel and regrant) any Option, SAR or, if applicable, other Award at a lower exercise, base or purchase price, (ii) take any other action (whether in the form of an amendment, cancellation or replacement grant, or a cash-out of underwater options) that has the effect of repricing an Option, SAR or other Award, or (iii) grant any Option, SAR or other Award that contains a so-called "reload" feature under which additional Options, SARs or other Awards are granted automatically to the Grantee upon exercise of the original Option, SAR or Award, without in each instance first obtaining the approval of the Company's stockholders.

(f) Anything in the Plan to the contrary notwithstanding, neither the Board nor the Committee may accelerate the payment or vesting of any Option, SAR or other Award except in the event of death, disability, retirement or a Change in Control.

**8.3 Delegation by Committee.** Except to the extent prohibited by applicable law or the applicable rules of a stock exchange, the Committee may allocate all or any portion of its responsibilities and powers to any one or more of its members and may delegate all or any part of its responsibilities and powers hereunder, including without limitation, the power to designate Participants hereunder and determine the amount, timing and terms of Awards hereunder, to any person or persons selected by it, including without limitation, any executive officer of the Company. Any such allocation or delegation may be revoked by the Committee at any time.

**8.4 Information to be Furnished to Committee.** The Company and Subsidiaries shall furnish the Committee with such data and information as it determines may be required for it to discharge its duties. The records of the Company and Subsidiaries as to an employee's or Participant's employment, termination of employment, leave of absence, reemployment and compensation shall be conclusive unless the Committee determines such records to be incorrect. Participants and other persons entitled to benefits under the Plan must furnish the Committee such evidence, data or information as the Committee considers desirable to carry out the terms of the Plan.

**8.5 Indemnification.** Each person who is or shall have been a member of the Committee, or the Board, shall be indemnified and held harmless by the Company against and from any loss, cost, liability or expense that may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action taken or failure to act under the Plan and against and from any and all amounts paid by him or her in settlement thereof, with the Company's approval, or paid by him or her in satisfaction of any judgment in any such action, suit or proceeding against him or her, provided he or she shall give the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall be in addition to any other rights of indemnification or elimination of liability to which such persons may be entitled under the Company's Certificate of Incorporation or Bylaws, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

#### SECTION 9 AMENDMENT AND TERMINATION

(a) The Plan may be terminated or amended by the Board of Directors at any time, except that the following actions may not be taken without stockholder approval:

- (i) any increase in the number of shares that may be issued under the Plan (except by certain adjustments provided for under the Plan);
- (ii) any change in the class of persons eligible to receive Awards under the Plan;
- (iii) any change in the requirements of Section 2.2 hereof regarding the Exercise Price of Options and SARs;
- (iv) any re-pricing or cancellation and regrant of any Option or, if applicable, other Award at a lower exercise, base or purchase price, whether in the form of an amendment, cancellation or replacement grant, or a cash-out of underwater options or any action that provides for Awards that contain a so-called "reload" feature under which additional Options or other Awards are granted automatically to the Grantee upon exercise of the original Option or Award; or
- (v) any other amendment to the Plan that would require approval of the Company's stockholders under applicable law, regulation or rule.

Notwithstanding any of the foregoing, adjustments pursuant to paragraph 6.2 shall not be subject to the foregoing limitations of this Section 9.

(b) Options, SARs and other Awards may not be granted under the Plan after the date of termination of the Plan, but Options and SARs granted prior to that date shall continue to be exercisable according to their terms and other Awards shall continue to vest in accordance with their terms.

#### SECTION 10 CHANGE IN CONTROL

Subject to the provisions of paragraph 6.2 (relating to the adjustment of shares), and except as otherwise provided in the Plan or the Award Agreement reflecting the applicable Award, upon the occurrence of a Change in Control as defined in Section 11:

- (a) All outstanding Options (regardless of whether in tandem with SARs) shall become fully exercisable.
- (b) All outstanding SARs (regardless of whether in tandem with Options) shall become fully exercisable.
- (c) All Stock Units, Restricted Stock, Restricted Stock Units, Performance Shares and other Awards, other than Cash-Based Awards, shall become fully vested. Whether or not Cash-Based Awards shall vest upon a Change in Control shall be determined by the Committee in its discretion, either at or after grant.

SECTION 11  
DEFINED TERMS

In addition to the other definitions contained herein, the following definitions shall apply:

(a) **Award.** The term "Award" shall mean any award or benefit granted under the Plan, including, without limitation, the grant of Options, SARs, Other Stock Awards and Cash-Based awards.

(b) **Board.** The term "Board" shall mean the Board of Directors of the Company.

(c) **Change in Control.** "Change in Control" means a change in the ownership or effective control of, or in the ownership of a substantial portion of the assets of, the Company, as described in paragraphs (i) through (iii) below.

(i) **Change in Ownership of the Company.** A change in the ownership of the Company shall occur on the date that any one person, or more than one person acting as a group (within the meaning of paragraph (iv)), acquires ownership of the Company stock that, together with the Company stock held by such person or group, constitutes more than 50% of the total voting power of the stock of the Company.

(A) If any one person or more than one person acting as a group (within the meaning of paragraph (iv) below), is considered to own more than 50% of the total voting power of the stock of the Company, the acquisition of additional the Company stock by such person or persons shall not be considered to cause a change in the ownership of the Company or to cause a change in the effective control of the Company (within the meaning of paragraph (ii) below).

(B) An increase in the percentage of the Company stock owned by any one person, or persons acting as a group (within the meaning of paragraph (iv) below), as a result of a transaction in which the Company acquires its stock in exchange for property, shall be treated as an acquisition of stock for purposes of this paragraph (i).

(C) Except as provided in (B) above, the provisions of this paragraph (i) shall apply only to the transfer or issuance of the Company stock if such stock remains outstanding after such transfer or issuance.

(ii) **Change in Effective Control of the Company.**

(A) A change in the effective control of the Company shall occur on the date that either of (1) or (2) below occurs:

(1) Any one person, or more than one person acting as a group (within the meaning of paragraph (iv) below), acquires (or has acquired during the 12 month period ending on the date of the most recent acquisition by such person or persons) ownership of stock of the Company possessing 30% or more of the total voting power of the stock of the Company; or

(2) A majority of the members of the Board are replaced during any 12-month period by Directors whose appointment or election is not endorsed by a majority of the Board prior to the date of the appointment or election.

(B) A change in effective control of the Company also may occur with respect to any transaction in which either of the Company or the other entity involved in a transaction experiences a Change of Control event described in paragraphs (i) or (iii).

(C) If any one person, or more than one person acting as a group (within the meaning of paragraph (iv) below), is considered to effectively control the Company (within the meaning of this paragraph (ii)), the acquisition of additional control of the Company by the same person or persons shall not be considered to cause a change in the effective control of the Company (or to cause a change in the ownership of the Company within the meaning of paragraph (i) above).

(iii) **Change in Ownership of a Substantial Portion of the Company's Assets.** A change in the ownership of a substantial portion of the Company's assets shall occur on the date that any one person, or more than one person acting as a group (within the meaning of paragraph (iv) below), acquires (or has acquired during the 12 month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value (within the meaning of paragraph (iii)(B)) equal to or more than 40% of the total gross fair market value of all of the assets of the Company immediately prior to such acquisition or acquisitions.

(A) A transfer of the Company's assets shall not be treated as a change in the ownership of such assets if the assets are transferred to one or more of the following:

- (1) A shareholder of the Company (immediately before the asset transfer) in exchange for or with respect to the Company stock;
- (2) An entity, 50% or more of the total value or voting power of which is owned, directly or indirectly, by the Company;
- (3) A person, or more than one person acting as a group (within the meaning of paragraph (iv) below) that owns, directly or indirectly, 50% or more of the total value or voting power of all of the outstanding stock of the Company; or
- (4) An entity, at least 50% of the total value or voting power of which is owned, directly or indirectly, by a person described in paragraph (iii)(A)(3).

For purposes of this paragraph (iii)(A), and except as otherwise provided, a person's status is determined immediately after the transfer of assets.

(B) For purposes of this paragraph (iii), gross fair market value means the value of all the Company assets, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets.

(iv) For purposes of this Section 11(c), persons shall be considered to be acting as a group if they are owners of an entity that enters into a merger, consolidation, purchase, or acquisition of assets, or similar business transaction with the Company. If a person, including an entity shareholder, owns stock in the Company and another entity with which the Company enters into a merger, consolidation, purchase, or acquisition of stock, or similar business transaction, such shareholder shall be considered to be acting as a group with the other shareholders in a corporation only to the extent of the ownership in that corporation prior to the transaction giving rise to the change and not with respect to the ownership interest in the other corporation. Persons shall not be considered to be acting as a group solely because they purchase or own stock of the Company at the same time, or as a result of the same public offering of the Company's stock.

(d) **Code.** The term "Code" means the Internal Revenue Code of 1986, as amended. A reference to any provision of the Code shall include reference to any successor provision of the Code.

(e) **Covered Employee.** The term "Covered Employee" means an Eligible Grantee who is, or who is anticipated to become, between the time of grant and payment of the Award, a "covered employee," as such term is defined in Section 162(m)(3) of the Code (or any successor section thereof).

(f) **Eligible Grantee.** The term "Eligible Grantee" shall mean any director, officer, employee, consultant, or agent of the Company or a Subsidiary, as determined by the Committee in its sole discretion. An Award may be granted to an eligible grantee, in connection with hiring, retention or otherwise, prior to the date the eligible grantee first performs services for the Company or the Subsidiaries, provided that such Award shall not become vested prior to the date the eligible grantee first performs such services or the director assumes his position.

(g) **Fair Market Value.** For purposes of determining the "Fair Market Value" of a share of Stock as of any date, then the "Fair Market Value" as of that date shall be the closing sale price of the Stock on that date on the New York Stock Exchange.

(h) **Performance Goals.** The term "Performance Goals" means performance goals based on the attainment by the Company or any Subsidiary of the Company (or any division or business unit of any such entity), or any two or more of the foregoing, of performance goals established by the Committee in its sole discretion, based on one or more of the following criteria, which shall not be required to be calculated in accordance with GAAP and which may be adjusted measures: (1) return on total stockholders' equity; (2) earnings per share of Stock; (3) earnings before any or all of interest, taxes, minority interest, depreciation and amortization; (4) economic profit; (5) sales or revenues; (6) return on assets, capital or investment; (7) market share; (8) control of operating or non-operating expenses; (9) reductions in certain costs (including reductions in inventories or accounts receivable or reductions in operating expenses); (10) operating profit; (11) operating cash flow; (12) free cash flow; (13) return on capital or increase in pretax earnings; (14) net earnings; (15) margins; (16) market price of the Company's securities; (17) pre-tax earnings; (18) net after-tax earnings per share; (19) working capital targets; (20) working capital and the ratio of sales to net working capital; (21) earnings before interest,

taxes, depreciation and amortization (“EBITDA”); (22) sales of one or more products or service offerings; (23) control of operating and/or non-operating expenses; (24) any combination of, or a specified increase in, any of the foregoing; and (25) general comparisons with other peer companies or industry groups or classifications with regard to one or more of the foregoing criteria. The relative weights of the criteria that comprise the Performance Goals shall be determined by the Committee in its sole discretion. In establishing the Performance Goals for a performance period, the Committee may establish different Performance Goals for individual Participants or groups of Participants. Subject to the limitations in Section 5, the Committee in its sole discretion shall have the authority to make equitable adjustments to the Performance Goals in recognition of unusual or non-recurring events affecting the Company or any Subsidiary of the Company or the financial statements of the Company or any Subsidiary of the Company, in response to changes in applicable laws or regulations, including changes in generally accepted accounting principles or practices, or to account for items of gain, loss or expense determined to be extraordinary or unusual in nature or infrequent in occurrence or related to the disposal of a segment of a business, as applicable, or otherwise as the Committee deems appropriate. Performance Goals may include a threshold level of performance below which no Award will be earned, a level of performance at which the target amount of an Award will be earned and a level of performance at which the maximum amount of the Award will be earned. “Performance Goals” shall also mean any other factors directly tied to the performance of the Company and/or one or more divisions and/or Subsidiaries or other performance criteria designated by the Committee.

(i) **Subsidiaries.** The term “Subsidiary” means any present or future subsidiary corporation of the Company within the meaning of Section 424(f) of the Code, and any present or future business venture designated by the Committee in which the Company has a significant interest, as determined in the discretion of the Committee.

(j) **Stock.** The term “Stock” shall mean shares of common stock of the Company.

SECTION 12  
GOVERNING LAW

This Plan shall be governed by, and construed in accordance with, the laws of the State of Delaware.

ANNUAL MEETING OF STOCKHOLDERS OF

ARTIVION

May 13, 2025

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via https://equiniti.com/us/ast-access to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at http://www.astproxyportal.com/ast/01609

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

Please detach along perforated line and mail in the envelope provided.

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE DIRECTOR NOMINEES NAMED BELOW, FOR APPROVAL OF THE COMPENSATION PAID TO ARTIVION'S NAMED EXECUTIVE OFFICERS, FOR RATIFICATION OF THE PRELIMINARY APPROVAL OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2025, AND FOR THE APPROVAL OF ADDITIONAL FUNDING OF 3,570,000 SHARES FOR THE AMENDED AND RESTATED ARTIVION, INC. 2020 EQUITY AND CASH INCENTIVE PLAN.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

1. ELECTION OF DIRECTORS

- FOR ALL NOMINEES
WITHHOLD AUTHORITY FOR ALL NOMINEES
FOR ALL EXCEPT (See instructions below)

NOMINEES:

- Thomas F. Ackerman
Daniel J. Bevevino
Marna P. Borgstrom
James W. Bullock
Jeffrey H. Burbank
Elizabeth A. Hoff
J. Patrick Mackin
Jon W. Salvesson
Anthony B. Semedo

- 2. To approve, by non-binding vote, the compensation paid to Artivion's Named Executive Officers...
3. To ratify the preliminary approval of Ernst & Young LLP...
4. To approve additional funding of 3,570,000 shares...
5. In their discretion, upon such other matters as may properly come before the meeting.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here:

THE PROXIES SHALL VOTE AS SPECIFIED ABOVE, OR IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR EACH OF THE LISTED NOMINEES, FOR APPROVAL OF THE COMPENSATION PAID TO ARTIVION'S NAMED EXECUTIVE OFFICERS, IN FAVOR OF THE RATIFICATION OF ERNST & YOUNG LLP, AND FOR THE APPROVAL OF ADDITIONAL FUNDING OF 3,570,000 SHARES FOR THE AMENDED AND RESTATED ARTIVION, INC. 2020 EQUITY AND CASH INCENTIVE PLAN. SHOULD A NOMINEE BE UNABLE TO SERVE, THIS PROXY MAY BE VOTED FOR A SUBSTITUTE SELECTED BY THE BOARD OF DIRECTORS.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder Date: Signature of Stockholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

**ARTIVION, INC.****PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
FOR USE AT THE ANNUAL MEETING ON MAY 13, 2025**

The undersigned stockholder hereby appoints J. PATRICK MACKIN, JEAN F. HOLLOWAY, and JASON P. GRIER, or either of them, with full power of substitution, to act as proxy for, and to vote the stock of, the undersigned at the Annual Meeting of Stockholders of ARTIVION, INC. to be held live via the Internet at <https://web.lumiconnect.com/295739807> (password: artivion2025) at 9:00 a.m. Eastern Time on May 13, 2025, and any adjournments thereof.

The undersigned acknowledges receipt of Notice of the Annual Meeting and Proxy Statement, each dated April 1, 2025, and grants authority to said proxies, or their substitutes, and ratifies and confirms all that said proxies may lawfully do in the undersigned's name, place, and stead. The undersigned instructs said proxies to vote as indicated below and in their discretion on any other matter that may properly come before the meeting or any adjournment of the meeting.

**(Continued and to be signed on the reverse side)**