

**Ascendis Health Limited**

(Registration number 2008/005856/06)

(Incorporated in the Republic of South Africa)

JSE share code: ASC

ISIN: ZAE000185005

("Ascendis of "the Company")

**Report on Fifth Annual General Meeting Proceedings**

Ascendis shareholders are advised that at the Fifth Annual General Meeting of members held on Thursday, 9<sup>th</sup> November 2017, all the ordinary and special resolutions as proposed in the Notice of the Annual General Meeting were approved by the requisite majority of members. In this regard, Ascendis confirms the voting results from the Fifth Annual General Meeting as follows:

	<b>%</b>	<b>Number</b>
Total number of shares that could be voted at meeting	100%	435,939,348
Total number of shares present/represented including proxies at meeting	79.66%	347,260,651
Total number of members present/presented by representation		59

	<b>Votes in Favour</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Shares voted</b>
<b>Ordinary Resolution Number 1</b> Adoption of Annual Financial Statements	328,937,053 100.00%	5,000 0.00%	18,318,598 4.20%	328,942,053 75.46%
<b>Ordinary Resolution Number 2</b> Re-appointment of auditors	328,936,818 100.00%	5,065 0.00%	18,318,768 4.20%	328,941,883 75.46%
<b>Ordinary Resolution Number 3.1</b> Re-election of John Andrew Bester as an independent non-executive director	328,929,030 100.00%	10,723 0.00%	18,320,898 4.20%	328,939,753 75.46%
<b>Ordinary Resolution Number 3.2</b> Re-election of Gary John Shayne as a non-executive director	327,078,707 99.43%	1,861,046 0.57%	18,320,898 4.20%	328,939,753 75.46%
<b>Ordinary Resolution Number 4.1</b> Appointment of Bharti Harie as a member of the Audit committee	328,929,032 100.00%	10,721 0.00%	18,320,898 4.20%	328,939,753 75.46%
<b>Ordinary Resolution Number 4.2</b> Appointment of John Andrew Bester as a member of the Audit committee	321,249,054 97.66%	7,687,934 2.34%	18,323,663 4.20%	328,936,988 75.45%
<b>Ordinary Resolution Number 4.3</b> Appointment of Dr Kinesh Sachidanandan Pather as a member of the Audit committee	326,990,949 99.41%	1,946,039 0.59%	18,323,663 4.20%	328,936,988 75.45%
<b>Ordinary Resolution Number 5</b> General authority to issue shares of the Company	290,238,134 88.58%	37,430,627 11.42%	19,591,890 4.49%	327,668,761 75.16%
<b>Ordinary Resolution Number 6</b> General authority to issue shares of the Company for cash	281,346,434 85.86%	46,322,327 14.14%	19,591,890 4.49%	327,668,761 75.16%

	<b>Votes in Favour</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Shares voted</b>
<b>Special Resolution Number 1</b> Approval of independent non-executive directors' remuneration	327,111,134	1,826,239	18,323,278	328,937,373
	99.44%	0.56%	4.20%	75.45%
<b>Special Resolution Number 2</b> General authority to repurchase shares in the Company	291,374,428	37,563,006	18,323,217	328,937,434
	88.58%	11.42%	4.20%	75.45%
<b>Special Resolution Number 3</b> Approval of financial assistance in terms of section 44 of the Companies Act	281,453,945	47,477,758	18,328,948	328,931,703
	85.57%	14.43%	4.20%	75.45%
<b>Special Resolution Number 4</b> Approval of financial assistance in terms of section 45 of the Companies Act	277,454,732	51,476,971	18,328,948	328,931,703
	84.35%	15.65%	4.20%	75.45%
<b>Special Resolution Number 5</b> Amendment to the Company's Memorandum of Incorporation to discontinue using dividend cheques as a distribution to shareholders	328,933,259	5,896	18,321,496	328,939,155
	100.00%	0.00%	4.20%	75.46%
<b>Ordinary Resolution Number 7</b> Endorsement of Ascendis' Remuneration Policy	294,796,669	34,128,617	18,335,365	328,925,286
	89.62%	10.38%	4.21%	75.45%
<b>Ordinary Resolution Number 8</b> Authority to sign all documents	328,940,944	1,109	18,318,598	328,942,053
	100.00%	0.00%	4.20%	75.46%

Votes withheld are not votes in law and have not been counted in the calculation of the proportion of votes 'for' or 'against' a resolution. Proxy appointments which gave discretion to the Chairman have been included in the 'for' total.

Andy Sims  
Company Secretary  
Ascendis Health Limited

10 November 2017

Sponsor: Investec Bank Limited