

**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 Third Annual General Meeting Proceedings

Ascendis shareholders are advised that at the Third Annual General Meeting of members held on Thursday, 12<sup>th</sup> November 2015, 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 Third Annual General Meeting as follows:

	%	Number
Total number of shares that could be voted at meeting	100%	270,232,494
Total number of shares present/represented including proxies at meeting	74.51%	201,341,399
Total number of members present/presented by representation		59

	Votes in Favour	Votes Against	Abstain	Shares voted
<b>Ordinary Resolution Number 1</b> Adoption of Annual Financial Statements	201,341,399	0	0	201,341,399
	100.00%	0.00%	0.00%	100.00%
<b>Ordinary Resolution Number 2</b> Re-appointment of auditors	201,341,399	0	0	201,341,399
	100.00%	0.00%	0.00%	100.00%
<b>Ordinary Resolution Number 3.1</b> Re-election of John Andrew Bester as a non-executive director	191,404,864	0	9,936,535	191,404,864
	100.00%	0.00%	3.68%	100.00%
<b>Ordinary Resolution Number 3.2</b> Re-election of Osment Philip Cunningham as a non-executive director	191,404,864	0	9,936,535	191,404,864
	100.00%	0.00%	3.68%	100.00%
<b>Ordinary Resolution Number 4.1</b> Appointment of Kieron Futter as an executive director	201,273,389	68,010	0	201,341,399
	99.97%	0.03%	0.00%	100.00%
<b>Ordinary Resolution Number 4.2</b> Appointment of Clifford Beck Sampson as an executive director	191,336,854	68,010	9,936,535	191,404,864
	99.96%	0.04%	3.68%	100.00%
<b>Ordinary Resolution Number 5.1</b> Appointment of Bharti Harie as a member of the Audit committee	191,404,864	0	9,936,535	191,404,864
	100.00%	0.00%	3.68%	100.00%

<b>Ordinary Resolution Number 5.2</b> Appointment of John Andrew Bester as a member of the Audit committee	190,835,914	568,950	9,936,535	191,404,864
	99.70%	0.30%	3.68%	100.00%
<b>Ordinary Resolution Number 5.3</b> Appointment of Osment Philip Cunningham as a member of the Audit committee	191,404,864	0	9,936,535	191,404,864
	100.00%	0.00%	3.68%	100.00%
	<b>Votes in Favour</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Shares voted</b>
<b>Ordinary Resolution Number 6</b> General authority to issue shares of the Company	181,474,256	19,867,143	0	201,341,399
	90.13%	9.87%	0.00%	100.00%
<b>Special Resolution Number 1</b> General authority to issue shares of the Company for cash	182,053,209	19,288,190	0	201,341,399
	90.42%	9.58%	0.00%	100.00%
<b>Special Resolution Number 2</b> Approval of independent non-executive directors' remuneration	201,341,399	0	0	201,341,399
	100.00%	0.00%	0.00%	100.00%
<b>Special Resolution Number 3</b> General authority to repurchase shares in the Company	198,450,521	2,890,878	0	201,341,399
	98.56%	1.44%	0.00%	100.00%
<b>Special Resolution Number 4</b> Approval of financial assistance in terms of section 44 of the Companies Act	181,978,037	19,363,362	0	201,341,399
	90.38%	9.62%	0.00%	100.00%
<b>Special Resolution Number 5</b> Approval of financial assistance in terms of section 45 of the Companies Act	181,409,087	19,932,312	0	201,341,399
	90.10%	9.90%	0.00%	100.00%
<b>Ordinary Resolution Number 7</b> Endorsement of Ascendis' Remuneration Policy	197,809,116	3,532,283	0	201,341,399
	98.25%	1.75%	0.00%	100.00%
<b>Ordinary Resolution Number 8</b> Authority to sign all documents	201,341,399	0	0	201,341,399
	100.00%	0.00%	0.00%	100.00%

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

13 November 2015  
Sponsor: Investec Bank Limited