

REMUNERATION COMMITTEE CHARTER

TERMS OF REFERENCE

Introduction

The remuneration committee ("Committee") is constituted as a committee of the board of directors ("Board") of Ascendis Health Limited ("Company"). The duties and responsibilities of the members of the Committee are in addition to those as members of the Board.

These terms of reference are subject to the provisions of the Companies Act 71 of 2008, as amended ("Companies Act"), the Company's memorandum of incorporation, the Listings Requirements of the JSE Limited, the King Report on Governance for South Africa ("King III") and any other applicable law or regulatory provision.

The role of the Committee will be to work on behalf of the Board and be responsible for its recommendations and will, within these terms of reference:

1. Determine, agree and develop the company's general policy on executive, non-executive and senior management remuneration;
2. Determine specific remuneration packages for executive directors of the company including but not limited to basic salary, benefits in kind, any annual bonuses, performance base incentives, share incentives, pension and other benefits;
3. Determine any criteria necessary to measure the performance of executive directors and senior management in discharging their functions and responsibilities;
4. The Committee will aim to give the executive directors and senior management every encouragement to enhance the company's performance and to ensure that they are fairly but responsibly rewarded for their individual contributions and performance;
5. The Committee will aim to position senior executive pay levels relative to local and international industry benchmarks such that they are sufficient to attract, retain and motivate executives of the quality required by the Board. In determining the specific remuneration packages for executive directors and senior managers, the Committee will have due regard to local and international industry benchmarks;
6. The Committee will review (at least annually) the terms and conditions of remuneration packages for executive directors and senior management;
7. The Committee will review annually the terms and conditions of any executive director's service agreements;
8. The Committee will determine any grants to executive directors and other senior employees made pursuant to any share incentive scheme adopted by the company;
9. The Group CEO will keep the Committee informed of relevant information in respect of other group executives and senior managers whose remuneration packages are not determined by the Committee;

10. The company secretary will keep the Committee informed of all share transactions and shareholdings of all directors of the company;
11. The Committee will co-ordinate its activities with the chairperson of the Board and the chief executive of the company as well as consult with them in formulating the Committee's remuneration policy and when determining specific remuneration packages;
12. The Committee may consult with other non-executive directors in its evaluation of the chairperson of the Board or chief executive of the company;
13. The Committee will liaise with the Board in relation to the preparation of the Committee's report to shareholders as required and will consider each year whether the circumstances are such that the annual general meeting of the company should be invited to approve the remuneration policy set out in the Committee's report; and
14. The Committee should play an integral part in succession planning, particularly in respect of the managing director and the executive directors.

COMPOSITION

The Committee shall consist of not less than three directors appointed by the Board. The Committee should comprise of non-executive directors, of which the majority must be independent non-executive directors.

1. In appointing the members of the Committee the Board will nominate the chairperson of the Committee and determine the period for which he/she shall hold office.
2. The chairperson of the Board may be a member of the Committee but shall not be eligible to be appointed as chairperson of the Committee.
3. The chairperson of the Committee will be responsible for the convening of the Committee and the transmission of recommendations to the Board.

MEETINGS

1. Meetings of the Committee should be held as the Committee deems to be appropriate. However, the Committee should meet at least twice per year. Further meetings may be called by the chairperson of the Committee or any member of the Committee.
2. The notice of each meeting of the Committee confirming the venue, time and date and enclosing an agenda of items to be discussed, other than under exceptional circumstances, be forwarded to each member of the Committee not less than four working days' prior to the date of the meeting.
3. A quorum for decisions of the Committee shall be any two members present who shall vote on the matter for decision.
4. The company shall normally invite the chairperson of the Board (if not a member of the Committee) and the chief executive to attend meetings to discuss the performance of other executive directors and senior management and make proposals as necessary.
5. Minutes of meetings shall be taken by the Committee's secretary.

6. The chairperson of the Committee or a member shall attend the annual general meeting and be prepared to answer questions concerning the appointment and remuneration of executive and non-executive directors and key management.
7. Any director may, provided that there is no conflict of interest and with the consent of the chairperson of the Committee, obtain copies of the Committee's minutes.
8. Save as required by the consideration of fees payable to non-executive directors, no Committee attendee shall participate in any discussion or decision on their own remuneration.

DIRECTORS

1. The Committee will be responsible for making recommendations to the Board on all fees payable by the company to non-executive and executive directors for membership of both the Board and any board sub-committee including additional fees to the chairperson of the Board and the chairperson of the board sub-committees provided that no member of the Committee shall participate in the decision making of the Board in respect of his/her own remuneration.
2. Non-executive director's fees, including committee fees, should be approved by shareholders in advance by special resolution which shall have been passed not more than two years previously.
3. In order to achieve and maintain fair, responsible and acceptable levels of remuneration, the Committee should, *inter alia*, give consideration to the following:
 - a) The fees payable to non-executive directors of comparable listed companies, established if considered necessary by the Committee, by reference to independent surveys and consultants;
 - b) The general level of hourly/daily rates of fees earned by directors in their professional capacities;
 - c) The hours spent in travel and preparation for meetings, as well as actual attendances; and
 - d) A fair and reasonable allowance for indirect costs pertinent to the role of directors.
4. To the extent required by the company's memorandum of incorporation and any relevant legislation and/or regulations, the Board shall be responsible for making recommendations on such fees to the members of the company in the general meeting.
5. The Committee shall review the fees payable to non-executive directors on a regular basis and at least annually.
6. The Committee shall determine the frequency of payment of the fees.

REPORTING

1. The chairperson of the Committee shall report to the Board on a regular basis on matters dealt with by the Committee.

2. At a minimum, the chairperson of the Committee shall give an oral summary of the Committee's deliberations at the board meeting following any Committee meeting.

REIMBURSEMENT OF EXPENSES

Directors should ensure that they are reimbursed for all direct and indirect expenses reasonably and properly incurred in performance of their obligations as a director e.g. accommodation and travelling expenses.

SHAREHOLDER APPROVAL OF REMUNERATION POLICY

The remuneration policy as formulated by the Committee should be tabled to shareholders for a non-binding advisory vote at the annual general meeting, in order to allow shareholders to express their views on the remuneration policy. The Board shall be responsible for determining the remuneration of executive directors in accordance with the remuneration policy put to the shareholders' vote.

NOMINATIONS

The Nominations Committee which functions in conjunction with the Remuneration Committee, will give consideration to the composition of the Board, retirements, nominations and appointments of additional and replacement directors, and make appropriate recommendations to the Board.

GENERAL

1. The Committee, in carrying out its tasks under these terms of reference, may obtain outside or other independent professional advice as it considers necessary to perform its duties.
2. These terms of reference may be amended from time to time as required subject to the approval of the Board.