

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 Fourth Annual General Meeting Proceedings

Ascendis shareholders are advised that at the Fourth Annual General Meeting of members held on Thursday, 10th November 2016, 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 Fourth Annual General Meeting as follows:

	%	Number
Total number of shares that could be voted at meeting	100%	435,939,348
Total number of shares present/represented including proxies at meeting	64.59%	281,579,300
Total number of members present/presented by representation		60

	Votes in Favour	Votes Against	Abstain	Shares voted
Ordinary Resolution Number 1 Adoption of Annual Financial Statements	262,278,583 100.00%	0 0.00%	18,300,717 4.20%	262,278,583 100.00%
Ordinary Resolution Number 2 Re-appointment of auditors	262,277,400 100.00%	1,183 0.00%	18,300,717 4.20%	262,278,583 100.00%
Ordinary Resolution Number 3.1 Re-election of Bharti Harie as an independent non-executive director	248,565,452 100.00%	0 0.00%	32,013,848 7.34%	248,565,452 100.00%
Ordinary Resolution Number 3.2 Re-election of Crispian Douglas Dillon as a non-executive director	245,447,580 98.74%	3,127,146 1.26%	32,004,574 7.34%	248,574,726 100.00%
Ordinary Resolution Number 4.1 Appointment of Mary Sina Bomela as an independent non-executive director	248,559,039 100.00%	5,913 0.00%	32,014,348 7.34%	248,564,952 100.00%
Ordinary Resolution Number 4.2 Appointment of Dr Kinesh Pather as an independent non-executive director	247,725,783 99.66%	839,669 0.34%	32,013,848 7.34%	248,565,452 100.00%
Ordinary Resolution Number 5.1 Appointment of Bharti Harie as a member of the Audit committee	248,574,726 100.00%	0 0.00%	32,004,574 7.34%	248,574,726 100.00%
Ordinary Resolution Number 5.2 Appointment of John Andrew Bester as a member of the Audit committee	247,427,070 99.54%	1,147,656 0.46%	32,004,574 7.34%	248,574,726 100.00%
Ordinary Resolution Number 5.3 Appointment of Dr Kinesh Sachidanandan Pather as a member of the Audit committee	247,725,783 99.66%	839,669 0.34%	32,013,848 7.34%	248,565,452 100.00%

	Votes in Favour	Votes Against	Abstain	Shares voted
Ordinary Resolution Number 6 General authority to issue shares of the Company	222,665,377	39,610,506	18,303,417	262,275,883
	84.90%	15.10%	4.20%	100.00%
Ordinary Resolution Number 7 General authority to issue shares of the Company for cash	207,151,127	54,889,214	18,538,959	262,040,341
	79.05%	20.95%	4.25%	100.00%
Special Resolution Number 1 Approval of independent non-executive directors' remuneration	248,535,397	6,531	32,037,372	248,541,928
	100.00%	0.00%	7.35%	100.00%
Special Resolution Number 2 General authority to repurchase shares in the Company	261,921,556	328,747	18,328,997	262,250,303
	99.87%	0.13%	4.20%	100.00%
Special Resolution Number 3 Approval of financial assistance in terms of section 44 of the Companies Act	231,172,796	31,074,787	18,331,717	262,247,583
	88.15%	11.85%	4.21%	100.00%
Special Resolution Number 4 Approval of financial assistance in terms of section 45 of the Companies Act	234,460,508	27,786,575	18,332,217	262,247,083
	89.40%	10.60%	4.21%	100.00%
Ordinary Resolution Number 8 Endorsement of Ascendis' Remuneration Policy	222,845,647	25,732,652	32,001,001	248,578,299
	89.65%	10.35%	7.34%	100.00%
Ordinary Resolution Number 9 Authority to sign all documents	262,277,696	887	18,300,717	262,278,583
	100.00%	0.00%	4.20%	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

11 November 2016

Sponsor: Investec Bank Limited