

ASCENDIS HEALTH LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2008/005856/06)
ISIN: ZAE000185005 Share code: ASC
("Ascendis" or the "Company")

DECLARATION ANNOUNCEMENT RELATING TO A FULLY UNDERWRITTEN RENOUNCEABLE RIGHTS OFFER OF R750 MILLION AT R20.00 PER SHARE

1. INTRODUCTION AND RATIONALE

Shareholders of Ascendis ("**Shareholders**") are referred to the voluntary announcement released on the Stock Exchange News Service ("**SENS**") of the JSE Limited ("**JSE**") on 1 November 2017 ("**Voluntary Rights Offer Announcement**"), wherein Shareholders were advised that Ascendis intends pursuing a rights offer to raise approximately R750 million ("**Rights Offer**") and the subsequent announcement released on SENS on 13 November 2017, wherein Shareholders were informed of the signature of a deed of variation, in terms of which a portion of the deferred vendor consideration payment owing to the sellers of Remedica Holdings Limited (registration number HE 3559) would be settled in advance of the original due date at a discount to its outstanding value ("**Accelerated Payment**").

The board of directors of Ascendis ("**Board**") has resolved to undertake a fully underwritten rights offer to raise approximately R750 million to fund the Accelerated Payment. Settlement of the Accelerated Payment will result in a significant reduction in the overall indebtedness of Ascendis and furthermore, reduces repayment risk and foreign exchange risk by settling a medium-term obligation at current exchange rates. This in line with Ascendis' current strategy to reduce its debt position to a level which the Board considers to be more in line with its target capital structure and which will provide sufficient flexibility to pursue its growth strategy.

The Rights Offer is fully underwritten by a wholly owned subsidiary of the major shareholder, Coast2Coast Capital Proprietary Limited. No underwrite fee will be charged by the underwriter.

2. SALIENT TERMS OF THE RIGHTS OFFER

The salient terms of the Rights Offer are as follows:

- Shareholders and their qualifying renounees recorded in the share register on the Record Date, being Friday, 1 December, ("**Qualifying Shareholders**") are offered, on the terms and conditions set out in the Circular, 37,501,366 new ordinary shares of no par value ("**Rights Offer Shares**") at an issue price of R20.00 per Rights Offer Share ("**Issue Price**"), in the ratio of 8.36500 Rights Offer Shares for every 100 Ascendis ordinary shares ("**Shares**") held on the Record Date. In accordance with the JSE Listings Requirements, in respect of fractional entitlements that arise, all allocations will be rounded down to the nearest whole number if they are less than 0.5, and rounded up to the nearest whole number if they are equal to or greater than 0.5, and no cash portion will be payable for any fractional entitlement;
- the Issue Price of R20.00 per Rights Offer Share is at a premium of 4.6% to the 30 day volume weighted traded average price ("VWAP") on Tuesday, 31 October 2017 of R19.12, being the date immediately prior to the Voluntary Rights Offer Announcement date. Pricing has been set at a premium to market as the Board believes the current price is not reflective of the Company's intrinsic value;
- upon their issue, the Rights Offer Shares will be listed on the JSE and will rank *pari passu* in all respects with the existing issued Shares;
- the latest time and date of acceptance and payment in full for the Rights Offer shares will be 12:00 (South African time) on Friday, 15 December 2017 ("**Rights Offer Closing Date**");
- certificated Qualifying Shareholders wishing to sell all or some of their Rights Offer Shares must complete the form of instruction in accordance with the instructions contained therein and return it to Computershare Investor Services Proprietary Limited ("**Transfer Secretaries**") so as to be received by them by no later than Tuesday, 12 December 2017;
- certificated Qualifying Shareholders wishing to accept or renounce their Rights Offer Shares must complete the form of instruction in accordance with the instructions contained therein and return it to the Transfer Secretaries so as to be received by them by no later than Friday, 15 December 2017;
- dematerialised Qualifying Shareholders are advised to contact their Central Securities Depository Participant ("**CSDP**") or broker as early as possible to establish the latest times for acceptance of the Rights Offer, as set out in the relevant custody agreement, as this may be earlier than 12:00 (South African time) on the Rights Offer Closing Date;
- letters of allocation will be issued in dematerialised form and an electronic record for certificated Qualifying Shareholders will be maintained by the Transfer Secretaries. This will enable both dematerialised and certificated shareholders to sell or renounce some or all of their rights to Rights Offer Shares in accordance with the procedures set out in the Circular;
- Qualifying Shareholders will have the right to apply for any excess Rights Offer Shares not taken up by other Shareholders, subject to such rights being transferable upon renunciation of their Rights Offer allocation, and any such excess Shares will be attributed equitably taking cognisance of the number of Shares and rights held by the Shareholder just prior to such allocation, including those taken up as a result of the Rights Offer, and the number of excess rights applied for by such Shareholder.

3. CONDITIONS PRECEDENT

The relevant JSE approvals have been obtained for the listing of the letters of allocation and Rights Offer Shares, accordingly the Rights Offer is not subject to any conditions precedent.

4. UNDERWRITING

Ascendis has entered into an underwriting agreement with Gane Holdings Proprietary Limited, a wholly owned subsidiary of Coast2Coast Capital Limited, ("**Gane Holdings**" or the "**Underwriter**"), pursuant to which the Underwriter has agreed, subject to customary conditions, to underwrite any Rights Offer Shares not subscribed for pursuant to the Rights Offer.

5. SALIENT DATES AND TIMES OF THE RIGHTS OFFER

The definitions used in the table below are consistent with those as set out in the Circular:

Declaration date announcement released on SENS on	Tuesday, 21 November
Finalisation date announcement released on SENS on	Thursday, 23 November
Circular together with Form of Instruction published on the Ascendis website	Tuesday, 28 November
Last day to trade in Ascendis Shares in order to participate in the Rights Offer	Tuesday, 28 November
Listing and trading of Letters of Allocation on the JSE under JSE code: ASCN and ISIN: ZAE000251526	Wednesday, 29 November
Ascendis Shares commence trading on the JSE ex-Rights Offer entitlement	Wednesday, 29 November
Rights Offer Circular and Form of Instruction distributed to Certificated Shareholders	Thursday, 30 November
Record Date for determination of Shareholders entitled to participate in the Rights Offer (Initial Record Date)	Friday, 1 December
Dematerialised Shareholders will have their accounts at their CSDP or broker credited with Letters of Allocation at 09:00	Monday, 4 December
Certificated Shareholders on the Register will have their Letters of Allocation credited to their accounts held with the Transfer Secretaries at 09:00 on	Monday, 4 December
Rights Offer opens at 09:00	Monday, 4 December
Rights Offer Circular distributed to those Dematerialised Shareholders who have elected to receive documents in hard copy	Tuesday, 5 December
Last day to trade Letters of Allocation on the JSE	Tuesday, 12 December
In respect of Certificated Shareholders wishing to sell all or some of their Letters of Allocations, Form of Instruction to be lodged with the Transfer Secretaries by 12:00 on	Tuesday, 12 December
Rights Offer Shares listed and trading commences on the JSE	Wednesday, 13 December
In respect of Certificated Shareholders (or their renounees) wishing to exercise all or some of their Rights, payment to be made and Form of instruction to be lodged with the Transfer Secretaries by 12:00 on	Friday, 15 December
Rights Offer closes at 12:00	Friday, 15 December
Record Date for Letters of Allocation (Final Record Date)	Friday, 15 December
Rights Offer Shares issued	Monday, 18 December
Dematerialised Shareholders' accounts updated and debited by CSDP or broker (in respect of payment for Rights Offer Shares)	Monday, 18 December
Certificates distributed to Certificated Shareholders (in respect of the Rights Offer Shares)	Monday, 18 December
Results of Rights Offer announced on SENS	Monday, 18 December
Refunds (if any) to Certificated Shareholders in respect of unsuccessful excess applications made	Wednesday, 20 December
Dematerialised Shareholders' accounts updated and debited by their CSDP or broker (in respect of successful excess applications)	Wednesday, 20 December

1. All references to dates and times are to local dates and times in South Africa.
2. Dematerialised Shareholders are required to inform their CSDP or broker of their instructions in terms of the Rights Offer in the manner and time stipulated in the agreement governing the relationship between the Shareholder and their CSDP or broker.
3. Share certificates may not be dematerialised or rematerialised between Wednesday, 29 November 2017 and Friday, 1 December 2017, both days inclusive.
4. Dematerialised Shareholders will have their accounts at their CSDP or broker automatically credited with their rights and Certificated Shareholders will have their rights credited to their accounts at the Transfer Secretaries.
5. CSDPs effect payment in respect of Dematerialised Shareholders on a delivery-versus-payment method.

6. DOCUMENTATION AND ANNOUNCEMENTS

A circular containing details of the Rights Offer (including the form of instruction) ("**Circular**") will be available on the Ascendis website (www.ascendishealth.com) on Tuesday, 28 November 2017. The Circular will be posted to certificated Shareholders and to those dematerialised Shareholders who have requested to receive copies of circulars on Thursday, 30 November 2017.

An announcement will be released on SENS on or about Monday, 18 December 2017 stating the results of the Rights Offer and the basis of allocation of any additional Rights Offer Shares for which application is made.

21 November 2017
Johannesburg

Corporate Advisor and Underwriter
Coast2Coast Capital Proprietary Limited

Legal Advisors to Company
Cliffe Dekker Hofmeyr Inc.

Sponsor
Investec Bank Limited

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