

# FORM OF PROXY

## ASCENDIS HEALTH LIMITED

(Incorporated in the Republic of South Africa)

(Registration number 2008/005856/06)

ISIN: ZAE000185005

JSE share code: ASC

("Ascendis Health" or "Company")

## PROXY FORM

**FOR USE BY CERTIFICATED SHAREHOLDERS AND OWN-NAME DEMATERIALIZED SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT 09:00 ON WEDNESDAY, 5 FEBRUARY 2020 AT GROUND FLOOR, ASCENDIS BUILDING, 31 GEORGIAN CRESCENT EAST, BRYANSTON, GAUTENG, 2191.**

Certificated shareholders or dematerialised shareholders with "own name" registration who are entitled to attend and vote at the annual general meeting (**AGM**), are entitled to appoint one or more proxies to attend, speak and vote in their stead. A proxy need not be a shareholder and shall be entitled to vote on a show of hands or poll.

Dematerialised shareholders, other than dematerialised shareholders with "own-name" registrations, must not return this form of proxy to the transfer secretaries or deliver it to the Chairman of the AGM. Dematerialised shareholders, other than dematerialised shareholders with "own-name" registration, should instruct their Central Securities Depository Participant (CSDP) or broker as to what action they wish to take. This must be done in the manner and time stipulated in the agreement entered into between them and their CSDP or broker.

I/We (Full names in capital letters)

of (Address)

Telephone number

Cellphone number

email address

being a member/s of Ascendis Health Limited and entitled to  votes

hereby appoint  of

or, failing him/her  of

or, failing him/her, the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the company to be held at Ground Floor, Ascendis Building, 31 Georgian Crescent East, Bryanston, Gauteng, 2191, at 09:00 on 5 February 2020 and at any adjournment thereof, as follows:

Proposed resolutions	In favour	Against	Abstain
<b>Ordinary resolution number 1:</b> Adoption of annual financial statements			
<b>Ordinary resolution number 2:</b> Re-appointment of auditors			
<b>Ordinary resolution number 3.1:</b> Re-election of Dr Kinesh Sachidanandan Pather as an independent non-executive director			
<b>Ordinary resolution number 3.2:</b> Re-election of Dr Noluyolo Yoza Jekwa as an independent non-executive director			
<b>Ordinary resolution number 4.1:</b> Appointment of Andrew Brian Marshall as an independent non-executive director			
<b>Ordinary resolution number 4.2:</b> Appointment of Mark James van Lill Sadie as an executive director			
<b>Ordinary resolution number 5.1:</b> Appointment of Bharti Harie as a member of the Audit and Risk Committee			
<b>Ordinary resolution number 5.2:</b> Appointment of Mary Sina Bomela as a member of the Audit and Risk Committee			
<b>Ordinary resolution number 5.3:</b> Appointment of Dr Kinesh Sachidanandan Pather as a member of the Audit and Risk Committee			

# FORM OF PROXY (continued)

Proposed resolutions	In favour	Against	Abstain
<b>Ordinary resolution number 5.4:</b> Appointment of Dr Noluyolo Yoza Jekwa as a member of the Audit and Risk Committee			
<b>Ordinary resolution number 6:</b> General authority to issue shares of the company for cash			
<b>Ordinary resolution number 7:</b> Adoption of the Ascendis Health Employee Share Option Scheme			
<b>Special resolution number 1:</b> Approval of non-executive directors' remuneration			
<b>Special resolution number 2:</b> General authority to repurchase shares in the company			
<b>Special resolution number 3:</b> Approval of financial assistance in terms of section 44 of the Act			
<b>Special resolution number 4:</b> Approval of financial assistance in terms of section 45 of the Act			
<b>Ordinary resolution number 8:</b> Endorsement of the Ascendis Health Remuneration Policy			
<b>Ordinary resolution number 9:</b> Endorsement of the Ascendis Health Remuneration Implementation Report			
<b>Ordinary resolution number 10:</b> General authority to sign all documents			

(Indicate instructions to proxy by way of a cross in the spaces provided above, failing which the proxy may vote as he/she thinks fit).

Signed by me/us this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Name of shareholder: \_\_\_\_\_

(Please print)

Signature: \_\_\_\_\_

## NOTES TO THE PROXY FORM

- 1 A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the spaces provided, with or without deleting "the Chairman of the annual general meeting," but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are filled in the proxy shall be exercised by the Chairman of the annual general meeting.
- 2 A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercised by that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he deems fit in respect of all the shareholder's votes exercised thereat. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or by his proxy, but the total of the votes cast in respect of which abstentions recorded may not exceed the total votes exercisable by the shareholder or his proxy.
- 3 It is requested that this form of proxy be lodged or posted or faxed to the transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 1st Floor, 15 Biermann Avenue, Rosebank, 2196, or at PO Box 61051, Marshalltown, 2107, South Africa or by proxy email at proxy@computershare.co.za, or by fax on +27 11 688 6238, to be received by them no later than 09:00 on Monday, 3 February, 2020. Shareholders will nevertheless be entitled to lodge the proxy form immediately prior to the proxy exercising such shareholder's rights as a shareholder at the AGM, in accordance with the instructions therein, with the Chairman of the AGM..
- 4 The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting, speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
- 5 Documentary proof establishing the authority of the person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of the company or waived by the Chairman of the third annual general meeting.
- 6 Any alterations to the form of proxy must be initialled by the signatories.