

RESULTS OF THE ANNUAL GENERAL MEETING AND BOARD COMMITTEE CHANGES

1. Introduction

Shareholders of Ascendis Health are advised that the Annual General Meeting of shareholders was held today, 5 February 2020 ("AGM").

The following resolutions were withdrawn prior to the commencement of the AGM:

- Ordinary Resolution number 6: General authority to issue shares of the Company for cash
- Ordinary Resolution number 7: Adoption of the Ascendis Health Employee Share Option Scheme
- Special Resolution number 2: General authority to repurchase shares in the Company
- Special Resolution number 3: Approval of financial assistance in terms of section 44 of the Act
- Special Resolution number 4: Approval of financial assistance in terms of section 45 of the Act

Shareholders are further advised that all the other resolutions tabled thereat were passed by the requisite number of votes, save for Ordinary Resolution 5.3: Appointment of Dr KS Pather as a member of the Audit and Risk Committee and Special Resolution number 1: Approval of non-executive directors' remuneration.

2. Results of the AGM

The results of the AGM are set out below:

Resolutions	Shares voted		Votes For	Votes Against	Abstained
	Number	% (1)	% (2)	% (2)	% (1)
Ordinary resolution number 1: Adoption of annual financial statements	341 131 807	69.69%	92.97%	7.03%	12.67%
Ordinary resolution number 2: Re-appointment of auditors	341 296 900	69.73%	92.07%	7.93%	12.63%
Ordinary resolution number 3.1: Re-election of Dr Kinesh Sachidanandan Pather as an independent non-executive director	400 839 626	81.89%	50.16%	49.84%	0.47%
Ordinary resolution number 3.2: Re-election of Dr Noluyolo Yoza Jekwa as an independent non-executive director	402 801 141	82.29%	69.58%	30.42%	0.07%
Ordinary resolution number 4.1: Appointment of Andrew Brian Marshall as an independent non-executive director	384 922 293	78.64%	76.71%	23.29%	3.72%
Ordinary resolution number 4.2: Appointment of Mark James van Lill Sadie as an executive director	402 854 563	82.30%	98.96%	1.04%	0.06%

Ordinary resolution number 5.1: Appointment of Bharti Harie as a member of the Audit and Risk Committee	341 167 900	69.70%	80.92%	19.08%	12.66%
Ordinary resolution number 5.2: Appointment of Mary Sina Bomela as a member of the Audit and Risk Committee	340 793 182	69.62%	70.79%	29.21%	12.74%
Ordinary resolution number 5.3: Appointment of Dr Kinesh Sachidanandan Pather as a member of the Audit and Risk Committee	402 479 845	82.23%	49.75%	50.25%	0.13%
Ordinary resolution number 5.4: Appointment of Dr Noluyolo Yoza Jekwa as a member of the Audit and Risk Committee	402 800 313	82.29%	69.58%	30.42%	0.07%
Special resolution number 1: Approval of non-executive directors' remuneration	376 889 335	77.00%	67.35%	32.65%	5.36%
Ordinary resolution number 8: Endorsement of Ascendis Health Remuneration Policy	376 889 335	77.00%	43.74%	56.26%	5.36%
Ordinary resolution number 9: Endorsement of Ascendis Health Remuneration Implementation Report	378 842 120	77.40%	48.86%	51.14%	4.96%
Ordinary resolution number 10: General authority to sign all documents	323 412 494	66.07%	92.64%	7.36%	16.29%

Notes:

1. As a percentage of 489 469 959 total ordinary shares in issue as at the meeting record date, being Friday, 31 January 2020.
2. As a percentage of shares voted per resolution at the AGM.

3. Changes to the Audit and Risk Committee

As a result of Ordinary Resolution 5.3 not achieving the required majority of the votes cast at the AGM, Dr KS Pather steps down from the Audit and Risk Committee of the Company. Following this change, the Audit and Risk Committee will comprise Ms B Harie (Chairman), Ms MS Bomela and Dr NYJekwa.

4. Engagement with the dissenting shareholders

Shareholders at the AGM voted against the Company's Remuneration Policy and the Remuneration Implementation Report by more than 25% of the votes exercised. The Company will therefore engage with the dissenting shareholders to better understand the reasons why they voted against the non-binding advisory endorsements, and to enable the Human Capital Committee to consider these concerns on behalf of the board of the Company.

Accordingly, the dissenting shareholders that voted against the non-binding advisory endorsements and who would prefer to engage further with the Company, are requested to contact the Company Secretary, Andy Sims via email at andy.sims@ascendishealth.com by close of business on 21 February 2020, setting out any reason for voting against the non-binding advisory endorsements, and indicating whether such shareholder would be interested in participating in further engagement.

The Company will determine and communicate the format of such engagement once it has a better understanding from the dissenting shareholders as to the reasons for their dissenting vote.

Bryanston
5 February 2020

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