

# ASCENDIS HEALTH LIMITED

(Registration Number 2008/005856/06)  
Incorporated in the Republic of South Africa  
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 TUESDAY, 1 DECEMBER 2020 TO BE HELD ENTIRELY BY ELECTRONIC MEANS.

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

e-mail 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/or proxy to vote for me/us and on my/our behalf at the AGM of the company to be held entirely by electronic means, at 09:00 on Tuesday, 1 December 2020 and at any adjournment thereof, as follows:

Proposed Resolutions	In Favour	Against	Abstain
Ordinary resolution number 1: Adoption of annual financial statements			
Ordinary resolution number 2: Re-appointment of auditors			
Ordinary resolution number 3.1: Re-appointment of Johannes George Sebelela as an independent non-executive director			
Ordinary resolution number 3.2: Re-appointment of Andrew Brian Marshall as an independent non-executive director			
Ordinary resolution number 4.1: Appointment of Sango Siviwe Ntsaluba as an independent non-executive director			
Ordinary resolution number 4.2: Appointment of Cheryl-Jane Kujenga as an executive director			
Ordinary resolution number 5.1: Appointment of Sango Siviwe Ntsaluba as a member of the audit and risk committee			
Ordinary resolution number 5.2: Appointment of Bharti Harie as a member of the audit and risk committee			
Ordinary resolution number 5.3: Appointment of Dr Noluyolo Yoza Jekwa as a member of the audit and risk committee			
Ordinary resolution number 5.4: Appointment of George Sebelela as a member of the audit and risk committee			
Special resolution number 1: Approval of non-executive directors' remuneration			
Special resolution number 2: Approval of financial assistance in terms of section 45 of the Act			
Ordinary resolution number 6: Endorsement of Ascendis' Remuneration Policy			
Ordinary resolution number 7: Endorsement of Ascendis' Remuneration Implementation Report			
Ordinary resolution number 8: 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 initiated by the shareholder. The person whose name stands first on the form of proxy and who is present at the AGM 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 AGM.
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 AGM 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 Private Bag X9000, Saxonwold, 2132, South Africa or by proxy e-mail at proxy@computershare.co.za, or by fax on +27 11 688 5238, to be received by them no later than 09:00 on Friday, 27 November, 2020. However, should the proxy form not be returned to the transfer secretaries by the aforesaid date and time, the proxy form may be provided to the chairman of the AGM immediately prior to the proxy exercising such shareholder's rights as a shareholder at the AGM, in accordance with the instructions therein. Shareholders will nevertheless be entitled to provide 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 AGM, 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 AGM.
6. Any alterations to the form of proxy must be initialled by the signatories.