



**Ascendis**  
HEALTH

**Ascendis Health Limited**

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

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**FORM OF PROXY (FOR USE BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH "OWN NAME" REGISTRATION)**

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This Form of Proxy is **only** for use by:

- Certificated Shareholders; and
- Dematerialised Shareholders with "*own name*" registration,

in respect of the General Meeting of Shareholders to be held electronically on Monday, 4 October 2021 at 10:00, and at any postponement or adjournment thereof.

Certificated Shareholders or Dematerialised Shareholders with "own name" registration who are entitled to electronically attend and vote at the General Meeting are entitled to appoint one or more proxies to electronically 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 General Meeting. Dematerialised Shareholders, other than Dematerialised Shareholders with "own-name" registration, should instruct their 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.

Shareholders who have Dematerialised their Ascendis Health Shares with a Broker or CSDP, other than with "*own name*" registration, must arrange with the Broker or CSDP concerned to provide them with the necessary letter of representation to electronically attend the General Meeting or the Shareholders concerned must instruct their Broker or CSDP as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the Shareholder and the Broker or CSDP concerned.

I / We \_\_\_\_\_ (name in block letters)

of \_\_\_\_\_ (address)

Telephone (work) \_\_\_\_\_ (home) \_\_\_\_\_

Mobile \_\_\_\_\_ (email) \_\_\_\_\_

being the holder(s) of  Ascendis Health Shares

hereby appoint (see note 1):

1. \_\_\_\_\_ or failing him / her

2. \_\_\_\_\_ or failing him / her

the chairman of the General Meeting, as my / our proxy to electronically attend, speak and act on my / our behalf at the General Meeting (and at any postponement or adjournment thereof) and, on a poll, to vote in my stead and to vote for or against the Resolutions or abstain from voting thereon in respect of the Ascendis Health Shares registered in my / our name(s), in accordance with the following instructions (see note 3):

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Special Resolution</b> – Approval of the Group Recapitalisation Transaction			
<b>Ordinary Resolution No. 1</b> – Approval of the Animal Health Disposal			
<b>Ordinary Resolution No. 2</b> – Approval of the RCA Disposal			
<b>Ordinary Resolution No. 3</b> – Approval granted to Directors			

Please indicate with an “x” or the relevant number of Ascendis Health Shares, in the applicable space, how you wish your votes to be cast. Unless otherwise directed, the proxy will vote as he / she deems fit.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2021

Signature(s) \_\_\_\_\_ Capacity \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_ Signature \_\_\_\_\_

**Please read the notes below.**

**NOTES:**

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 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 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 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 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 Private Bag X9000, Saxonwold, 2132, South Africa or by proxy e-mail at proxy@computershare.co.za, or by fax on +27 11 688 6238, to be received by them no later than 10:00 on Thursday, 30 September 2021. Shareholders will nevertheless be entitled to lodge the Form of Proxy immediately prior to the proxy exercising such Shareholder’s rights as a Shareholder at the General Meeting, in accordance with the instructions therein, with the chairman of the General Meeting.
4. The completion and lodging of this Form of Proxy will not preclude the relevant Shareholder from electronically attending the 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 General Meeting.
6. Any alterations to the Form of Proxy must be initialled by the signatories.