

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")

Form of Proxy

FOR USE BY CERTIFICATED SHAREHOLDERS AND OWN-NAME DEMATERILISED SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT 09:00 ON MONDAY, 20 DECEMBER 2021 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

Email address

being a member/s of Ascendis Health 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 Monday, 20 December 2021 and at any adjournment thereof, as follows:

Proposed resolutions	In favour	Against	Abstain
Ordinary resolution number 1: Re-appointment of auditors			
Ordinary resolution number 2: Re-appointment of Bharti Harie as an independent non-executive director			
Ordinary resolution number 3: Re-appointment of Dr Kinesh Sachidanandan Pather as an independent non-executive director			
Ordinary resolution number 4: Appointment of Lwazi Koyana an independent non-executive director			
Ordinary resolution number 5: Appointment of Mr Lawrence Mulaudzi as a non-executive director			
Ordinary resolution number 6: Appointment of Harry Smit as a non-executive director			
Ordinary resolution number 7.1: Appointment of Bharti Harie as member of the audit and risk committee			
Ordinary resolution number 7.2: Appointment of Johannes George Sebelela as a member of the audit and risk committee			
Ordinary resolution number 7.3: Appointment of Lwazi Koyana as a member of the audit and risk committee			
Ordinary resolution number 8: General authority to issue shares of the Company			
Ordinary resolution number 9: General authority to the directors to issue shares of the Company for cash, limited to 10%			
Special resolution number 1: Approval of non-executive directors' remuneration for FY22			
Special resolution number 2: Approval of additional non-executive directors' fee for FY21			
Special resolution number 3: General authority to repurchase shares in the Company			
Special resolution number 4: Approval of financial assistance in terms of section 44 of the Act			
Special resolution number 5: Approval of financial assistance in terms of section 45 of the Act			
Ordinary resolution number 10: Endorsement of Ascendis Health Remuneration Policy			
Ordinary resolution number 11: Endorsement of Ascendis Health Remuneration Implementation Report			
Ordinary resolution number 12: Authority to sign all documents			
Additional resolutions			
Ordinary resolution A1.1: Appointment of Gary Johan Shayne as a non-executive director			
Ordinary resolution A1.2: Appointment of Richard William Dawes as a non-executive director			
Ordinary resolution A1.3: Appointment of Karsten Uwe Harald Horst Wellner as a non-executive director			
Ordinary resolution A1.4: Appointment of Andre Carl Neethling as a non-executive director			
Ordinary resolution B2.1: Appointment of Gary Johan Shayne as a member of the audit and risk committee			
Ordinary resolution B2.2: Appointment of Karsten Uwe Harald Horst Wellner as a member of the audit and risk committee			
Ordinary resolution B2.3: Appointment of Richard William Dawes as a member of the audit and risk committee			
Ordinary resolution B2.4: Appointment of Lawrence Mulaudzi as a member of the audit and risk committee			
Ordinary resolution C3: Removal of Andrew Brian Marshall as an independent non-executive director			

(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

2021

Name of shareholder:

(please print)

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 AGM," 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 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 email at proxy@computershare.co.za, or by fax on +27 11 688 5238, to be received by them no later than later 09:00 on Wednesday, 15 December 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 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 electronically 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 AGM.
6. Any alterations to the form of proxy must be initialled by the signatories.