

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" or "the Group")



Revised Notice of Annual General Meeting

1. Notice of Revised Annual General Meeting (AGM)

Shareholders are referred to the announcement released on SENS on 29 October 2021 with regard to the publishing and distribution to shareholders of the Company's notice of AGM ("**Original AGM Notice**") and are advised that a revised notice to the Original AGM Notice ("**Revised Notice**") has been published on the Company's website today, 18 November 2021 and will also be distributed to shareholders on 18 November 2021.

The purpose of the Revised Notice is to:

- notify shareholders of additional agenda items being Ordinary Resolutions numbers 3 - 6 required to be passed in terms of article 26.3 and 26.1 of the Company's memorandum of incorporation, in order to re-elect retiring directors and appoint new directors;
- notify shareholders that in terms of section 65(3) of the Companies Act, 2008 (Act No. 71 of 2008), as amended ("**the Act**"), the Company has received demands to include proposed Ordinary Resolutions A1.1 – A1.4, B2.1 – B2.4 and C3, to be submitted to shareholders for consideration at the AGM; and
- provide an updated Form of Proxy.

Shareholders are reminded that that, in respect of the new resolutions for the proposed board changes, it was advised in the circular issued on 3 September 2021 convening the general meeting to approve the Group Recapitalisation, that in terms of the Company's senior financing arrangements (as approved pursuant to the shareholder vote held on 4 October 2021 for the Group Recapitalisation Transaction), any change to the board of directors of the Company which has not received the prior written approval of the agent (acting on behalf of the lenders) may trigger a cancellation of the debt facilities and may result in such debt facilities becoming immediately due and payable. The changes to the board of directors as contemplated by the proposed resolutions above have not received the approval of the agent (acting on behalf of the lenders) as at the date of the revised notice.

Shareholders are advised that the Company's 9th AGM is now planned to convene on 9:00 on Monday, 20 December 2021 and will be conducted entirely by electronic participation as contemplated in section 63(2)(a) of the Act due to the impact of the COVID-19 pandemic and the restrictions placed on public gatherings.

1.1 *The salient details of the AGM are set out below:*

	2021
Record date for determining those shareholders entitled to receive the notice of AGM	Friday, 12 November
Last day to trade in order to be eligible to participate in, and vote at the AGM	Tuesday, 7 December
Record date (for voting purposes at the AGM)	Friday, 10 December
AGM convened for 09:00	Monday, 20 December

It is requested that forms of proxy be lodged, posted or faxed to the transfer secretaries, Computershare Investor Services Proprietary Limited at –

- Rosebank Towers, 1st Floor, 15 Biermann Avenue, Rosebank, 2196, or
- 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 9:00 on Wednesday, 15 December 2021.

1.2 Electronic participation

Shareholders or their duly appointed proxy(ies) that wish to participate in the AGM via electronic communication (“**Participant(s)**”) must either -

1. register online using the online registration portal at www.smartagm.co.za; or
2. apply to transfer secretaries, Computershare Investor Services, by sending an email to proxy@computershare.co.za so as to be received by Computershare Investor Services by no later than 9:00 on Wednesday, 15 December 2021. Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Act, and, if the request is validated, further details on using the electronic communication facility will be provided. The Company will inform Participants who notified Computershare Investor Services of their intended participation by no later than 09:00 on Friday, 17 December 2021 by email of the relevant details through which Participants can participate electronically.

Bryanston
18 November 2021

Sponsor



Questco Corporate Advisory (Pty) Ltd