
DISPOSAL OF ASCENDIS PHARMA - RESULTS OF THE GENERAL MEETING

Shareholders are referred to the various announcements relating to the proposed disposal by Ascendis Health SA Holdings Proprietary Limited, a wholly-owned subsidiary of Ascendis Health, of its direct and indirect interests in the entities through which the business known as “Ascendis Pharma” operates to (“**Ascendis Pharma Disposal**”):

- Pharma-Q Holdings Proprietary Limited and Imperial Logistics Limited (the “**Pharma-Q/Imperial Pharma Disposal**”), for a base purchase consideration of R375 million; or
- in the event that shareholders do not approve the Pharma-Q/Imperial Pharma Disposal, Austell Pharmaceuticals Proprietary Limited, for a base purchase consideration of R432 million (the “**Austell Pharma Disposal**”),

released on SENS by Ascendis Health, as well as to the circular issued to shareholders regarding the Pharma-Q/Imperial Pharma Disposal and the Austell Pharma Disposal on 13 September 2022.

Shareholders are hereby advised that the general meeting of the Company regarding the Pharma-Q/Imperial Pharma Disposal and the Austell Pharma Disposal was held at 10:00 today, Thursday, 13 October 2022, via electronic communication (“**General Meeting**”). Shareholders are further advised that at the General Meeting –

- Ordinary resolution number 1 - Approval of Pharma-Q/Imperial Pharma Disposal, **was not approved** by the requisite majority of the Company’s shareholders; and
- Ordinary resolution 2 - Approval of the Austell Pharma Disposal (which was conditional on Ordinary Resolution 1 not being approved), **was approved** by the requisite majority of the Company’s shareholders.

Details of the results of the voting at the General Meeting are as follows:

Resolutions proposed	Shares voted at General Meeting (number)	Shares voted (%) ¹	Votes for resolution (%) ²	Votes against resolution (%) ²	Shares abstained (%) ¹
Ordinary Resolution 1: Approval of Pharma-Q/Imperial Pharma Disposal	401,187,844	64.25%	0.63%	99.37%	0.19%
Ordinary Resolution 2: Approval of the Austell Pharma Disposal (conditional on Ordinary Resolution 1 not being approved)	401,187,844	64.25%	99.56%	0.44%	0.19%

Note:

1. As a percentage of the total number of shares in issue on as at the date of the General Meeting (excluding treasury shares).

2. As a percentage of the total number of shares voted at the General Meeting.
3. The total number of shares in issue as at the date of the General Meeting was 632,469,959 ordinary shares of which 8,091,150 were treasury shares. Accordingly, the total votable shares were 624,378,809 ordinary shares.
4. No resolutions were added or amended at the General Meeting.

Following this clear indication of support from the Company's shareholders, the board of the Company expects the Austell Pharma Disposal to close by end-October, and the proceeds thereof will provide a significant contribution to creating a sustainable capital structure for the Company. This, in turn, will allow the Company to focus on its operational strategies going forward.

13 October 2022
Johannesburg

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