



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



ACN CAPITAL IHC PROPRIETARY LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 2009/017511/07)
A consortium led by ACN Capital IHC
(the "Consortium")

RESULTS OF THE RESCHEDULED GENERAL MEETING AND TRP ANNOUNCEMENT

1. INTRODUCTION

- 1.1. Ascendis Shareholders ("**Shareholders**") are referred to the joint firm intention announcement released on the Stock Exchange News Service ("**SENS**") on Monday, 27 November 2023, as supplemented on Wednesday, 17 January 2024 and Monday, 25 March 2024, and to the circular to shareholders issued on Monday, 18 December 2023 ("**Circular**"), as supplemented on Monday, 25 March 2024 ("**Supplementary Circular**"), which Supplementary Circular contained a notice convening the rescheduled general meeting of Shareholders for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions contained therein.
- 1.2. Unless otherwise defined herein, capitalised words and terms contained in this announcement shall bear the meanings ascribed thereto in the Circular as supplemented by the meanings ascribed thereto in the Supplementary Circular.

2. RESULTS OF THE RESCHEDULED GENERAL MEETING

- 2.1 Shareholders are hereby advised that the Rescheduled General Meeting of the Company was held entirely by electronic participation at 11:00 today, 23 April 2024.
- 2.2 Shareholders are further advised that at the Rescheduled General Meeting, all of the resolutions were passed by the requisite majorities of the Company's Shareholders.
- 2.3 Details of the results of the voting at the Rescheduled General Meeting are as follows:

Resolutions proposed at the Rescheduled General Meeting	Shares voted at Rescheduled General Meeting (number)	Shares voted (%) ¹	Votes for resolution (%) ²	Votes against resolution (%) ²	Shares abstained (%) ¹
Special Resolution Number 1: Approval of the Independent Board fee	447 021 421	71.44%	87.33%	12.67%	0.14%
Ordinary Resolution Number 1: Authority to delist and to apply for the Delisting of the Company from the JSE	447 920 079	83.11%	87.34%	12.66%	0.00%
Ordinary Resolution Number 2: Approval of the Management Agreement	447 920 079	71.58%	87.34%	12.66%	0.00%

Notes:

1. As a percentage of the total number of shares in issue as at the date of the Rescheduled General Meeting (excluding Treasury Shares) for Special Resolution Number 1 and Ordinary Resolution Number 2. As a percentage of the total number of shares in issue as at the date of the Rescheduled General Meeting (excluding Treasury Shares and Shares held by the the Consortium and the JSE Concert Parties) for Ordinary Resolution Number 1.
2. As a percentage of the total number of Shares voted at the Rescheduled General Meeting.
3. The total number of shares in issue as at the date of the Rescheduled General Meeting was 632 469 959 ordinary Shares, of which 6 718 589 were Treasury Shares.
4. No resolutions were added or amended at the Rescheduled General Meeting.

3. TRP ANNOUNCEMENT

- 3.1 Shareholders are referred to the announcement published by the Takeover Regulation Panel (“TRP”) on 19 April 2024 (“TRP Announcement”) and to the various media reports that have been published following the publication of the TRP Announcement. Certain of the media reports have misconstrued the TRP Announcement and have purported the TRP Announcement to mean that the TRP has launched a new investigation into Ascendis.
- 3.2 The Company wishes to clarify that the TRP Announcement followed consultation with Ascendis and the Consortium and both Ascendis and the Consortium are encouraged by the TRP’s decision and actions, as it will bring finality in an orderly manner to the raising of complaints regarding the Exit Offer and Delisting, in order to avoid perpetual delays. Ascendis welcomes the TRP’s proactive approach to effectively draw a line in the sand in respect of new complaints so that the Transaction can be concluded in the best interest of Shareholders.
- 3.3 The TRP Announcement sets out a clearly stipulated deadline and a process whereby any new complaints must abide and, as such, was not an announcement of any new investigation as the media reports imply, but rather an announcement of an orderly continuation of the TRP’s ongoing efforts to regulate the Transaction in a manner that seeks to balance its regulatory duties with the interests of fairness and transparency to all Shareholders, in accordance with its mandate.
- 3.4 As it stands, Ascendis and the Consortium have been cooperating actively with the TRP in relation to all complaints submitted and will continue to do so in respect of any new complaints that are submitted in the newly announced process.

4. RESPONSIBILITY STATEMENTS

- 4.1 The Reconstituted Independent Board (to the extent that the information relates to Ascendis), collectively and individually, accept responsibility for the information contained in this announcement and certify that, to the best of their knowledge and belief, the information contained in this announcement relating to Ascendis and the Exit Offer is true and that this announcement does not omit anything that is likely to affect the importance of such information.
- 4.2 The Consortium (to the extent that the information relates to the Consortium) accept responsibility for the information contained in this announcement and certifies that, to the best of their knowledge and belief, the information contained in this announcement relating to the Consortium and the Exit Offer is true and that this announcement does not omit anything that is likely to affect the importance of such information.

23 April 2024
Johannesburg

Corporate Advisor and Sponsor to Ascendis
Valeo Capital (Pty) Ltd

