

The Annual General Meeting of Ascendis Pharma A/S will be held on May 24, 2017 at 2:00 pm CET at Mazanti-Andersen Korsø Jensen, Amaliegade 10, DK-1256 Copenhagen K, Denmark

Name and address: _____

This form must be returned to:
Computershare A/S
Kongevejen 418
DK-2840 Holte

VP-account number: _____

NB!

VP-account number MUST be indicated in order to identify you as a shareholder.

VP-account number is basically the same as your account number. In some cases, the VP-account number is your custody account number plus a prefix identification number of your bank. If in doubt, please contact your bank.

Request for admission card:

Admission cards may be requested electronically via www.ascendispharma.com no later than Tuesday May 23, 2017 at 12:00 am CET. If you register electronically, you will receive confirmation of your registration immediately.

PLEASE TICK:

- I wish to attend the general meeting and hereby request an admission card.
- I also wish to request an admission card for a companion/adviser

Name and address: _____

Date

Signature

Nomination of proxy:

Please fill in form on the next page. Proxies can also be nominated electronically via www.ascendispharma.com by use of your NemID or username/password no later than May 23, 2017 at 12:00 a.m. (CET).

Voting by post:

Please fill in the form on the next page. Voting by post can also be submitted electronically via www.ascendispharma.com by use of your NemID or username/password no later than May 23, 2017 at 12:00 a.m. (CET).

Please note that the company and the registrar are not responsible for any delay in submitting the material. This form must be received by Computershare A/S, Kongevejen 418, DK-2840 Holte, Denmark. Please return the form either by mail, fax to +45 45 46 09 98, or email: gf@computershare.dk. No later than 23 May 2017 at 12:00 a.m. (CET).

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DK-2840 Holte

VP-account number: _____

Nomination of proxy/voting by post: If you do not wish to attend or are prevented from attending, you may vote by post or appoint a person as your proxy to represent you at the general meeting.

PLEASE TICK ONCE:

- I hereby give proxy to the chairman of the Board of Directors Ascendis Pharma A/S**, or a substitute duly appointed by him, to vote on my/our behalf at the general meeting,
- I hereby give proxy to:** _____
Name and address
to vote on my/our behalf at the general meeting,
- Proxy instructions.** In the table below, I have indicated how I wish to vote at the general meeting. Please note that this proxy will only be used if a vote is requested by a third party,
- Voting by post.** In the table below, I have indicated how I wish to vote at the general meeting. Please note that votes by post cannot be withdrawn, and that they will also be used in case of proposed amendments to the items on the agenda.

Please indicate your instructions to your proxy by ticking the relevant boxes below. If your proxy is given to the Board of Directors, and if you do not tick any of the boxes, the Board of Directors will vote or abstain from voting at its discretion on the basis of your instrument of proxy.

Resolutions according to the agenda of the Annual General Meeting to be held on May 24, 2017:

Items on the agenda of the Annual General Meeting on May 24, 2017 (a short version, for complete agenda please see the notice)	FOR	AGAINST	ABSTAIN	Recommendation of the Board of Directors
1. Election of Chairman of the Meeting as proposed by the board of directors				FOR
2. Report on the Company's Activities during the Past Year				
3. Approval of Audited Annual Report with Auditor's Statement and Discharge of the Board of Directors and Management				FOR
4. Resolution on Application of Profits or Covering of Losses as per the Adopted Annual Report				FOR
5. Election of Board Members to Class I Two Year Term				
James I. Healy (re-election)				FOR
Jan Møller Mikkelsen (re-election)				FOR
Lisa Bright (new non-executive board member)				FOR
Michael Wolff Jensen (re-election)				FOR
6. Election of State-authorized Public Auditor Reappointment of Deloitte Statsautoriseret Revisionsaktieselskab as the Company's auditor				FOR
7. Proposals from the Board of Directors				
(1) The Board of Directors proposes to amend the Articles of Association by adjusting the existing authorization to the Board of Directors obtained in article 4d(2) to at one or more times to increase the Company's share capital by up to nominal DKK 20,000,000 with-out pre-emptive rights for the Company's shareholders, and				FOR
(2) delete article 4d(4) regarding the limitation on aggregate capital increases of nominal DKK 25,000,000 and the two last paragraphs of article 4 re. capital increases made on 18 October 2016 and 2 November 2016.				
8. Any other business (not subject to a vote)				

If you do not indicate the type of proxy you wish to use, you will be considered to have given proxy instructions. Please note that this proxy will only be used if a vote is requested by a third party.

Date

Signature

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