

The Companies Act 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS¹
Of
CONVATEC GROUP PLC
(“the Company”)

The following ordinary and special resolutions¹ were passed at the Annual General Meeting of the Members of the Company, duly convened and held at Victoria Hall, Reading Town Hall, Blagrave Street, Reading, Berkshire RG1 1QH on 11 May 2017:

ORDINARY RESOLUTIONS

Resolution 14- Directors' authority to allot shares

In accordance with section 551 of Companies Act 2006, to generally and unconditionally authorise the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:

a. in accordance with Article 12(a) of the Company's Articles of Association, up to a maximum aggregate nominal amount of £65,049,088, which represents approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares) as at 31 March 2017 (such amount to be reduced by the aggregate nominal amount of any equity securities allotted or rights granted pursuant to the authority in paragraph 14(b) below in excess of £65,049,088); and

b. comprising equity securities (as defined by section 560(1) of the Companies Act 2006) up to a maximum aggregate nominal amount of £130,098,176, which represents approximately 66.6% of the Company's issued ordinary share capital (excluding treasury shares) as at 31 March 2017 (such amount to be reduced by the aggregate nominal amount of any equity securities allotted or rights granted pursuant to the authority in paragraph 14(a) above) in connection with an offer by way of a rights issue (as defined in Article 12 of the Company's Articles of Association):

i. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

ii. to people who are holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

This authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or, if earlier, at the close of business on 10 August 2018, save that prior to its expiry the Company may make offers,

¹ Resolutions relating to special business only

and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Resolution 15- Scrip dividend

That, subject to the passing of Resolution 14, the Directors be generally and unconditionally authorised to offer holders of its ordinary shares the right to elect to receive ordinary shares in the capital of the Company, credited as fully paid, instead of cash in respect of the whole (or some part, to be determined by the Directors) of any dividends declared or paid during the period starting from the date of the passing of this Resolution and ending on the earlier of three years from the date of the passing of this Resolution and the beginning of the third annual general meeting of the Company, subject to the provisions of Article 194 of the Company's Articles of Association, and on such other terms and conditions as the Directors may from time to time determine.

Resolution 19- Approval of SAYE Option Scheme

That the ConvaTec Group Plc 2017 Save As You Earn Scheme (the SAYE Option Scheme), the principal terms of which are summarised in the explanatory note to this resolution and as shown in the rules of the SAYE Option Scheme produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and that the Directors be and are hereby authorised to do all such acts and things that they may consider appropriate to implement the SAYE Option Scheme, including the making of any amendments to the rules and adoption of any appendices to the rules or sub-plans in order to operate the SAYE Option Scheme (or similar local arrangements) in any jurisdiction in which employees of the Company or its Group are based.

Resolution 20 – Approval of US Employee Share Purchase Plan

That the ConvaTec Group Plc 2017 Employee Share Purchase Plan (the US ESPP), the principal terms of which are summarised in the explanatory note to this resolution and as shown in the rules of the US ESPP produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and that the Directors be and are hereby authorised to do all such acts and things that they may consider appropriate to implement the US ESPP, including the making of any amendments to the rules and adoption of any appendices to the rules or sub-plans in order to operate the US ESPP (or similar local arrangements) in any jurisdiction in which employees of the Company or its Group are based.

SPECIAL RESOLUTIONS

Resolution 16- Disapplication of pre-emption rights

That, subject to the passing of Resolution 14, the Directors of the Company be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as

defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority given by Resolution 14 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be limited:

- a. to the allotment of equity securities in connection with an offer of, or an invitation to apply for, equity securities (but, in the case of authority granted under Resolution 14(b), by way of rights issue only):
 - i. to the Company's shareholders in proportion (or as nearly may be) to their existing holding; and
 - ii. to people who hold other equity securities, if this is required by the rights of those securities, or, if the Directors consider it necessary, as permitted by the rights of those securities, but in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b. in the case of authority granted under Resolution 14(a), to the allotment of equity securities for cash (otherwise than pursuant to the authority in Resolution 16(a) above) up to an aggregate nominal amount of £9,757,363.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this Resolution the words "pursuant to the authority given by Resolution 14" were omitted.

The power granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or, if earlier, at the close of business on 10 August 2018 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Resolution 17- Disapplication of pre-emption rights in connection with an acquisition or specified capital investment

That, subject to the passing of Resolution 14, the Directors of the Company be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006, in addition to any authority to disapply pre-emption rights under Resolution 16, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority given by Resolution 14 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment. This power shall be limited, in the case of the authority granted under Resolution 14(a), to the allotment of equity securities to an aggregate nominal amount of £9,757,363 and provided that the allotment is only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other

capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this Resolution the words "pursuant to the authority given by Resolution 14" were omitted.

This authority shall, unless renewed varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or, if earlier, at the close of business on 10 August 2018 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 22- Calling of general meetings on 14 days' notice

That, and until the Company's next annual general meeting, a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.