

**Company No. 10361298**

**The Companies Act 2006**  
**Public Company Limited By Shares**  
**Ordinary and Special Resolutions of**  
**ConvaTec Group Plc**  
**("the Company")**

The following ordinary and special resolutions were passed at the Annual General Meeting of the Members of the Company, duly convened and held at the Concert Hall, Reading Town Hall, Blagrove Street, Reading, Berkshire, RG1 1QH on 9 May 2019:

**ORDINARY RESOLUTIONS**

**Resolution 13 - Directors' authority to allot shares**

Resolution 13 to be approved as an ordinary resolution. 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 £65,472,986, which represents approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares) as at 26 March 2019 (such amount to be reduced by the aggregate nominal amount of any equity securities allotted or rights granted pursuant to the authority in paragraph 13(b) below in excess of £65,472,986; and

b. comprising equity securities (as defined by section 560(1) of the Companies Act 2006) up to a maximum aggregate nominal amount of £130,945,971, which represents approximately 66.6% of the Company's issued ordinary share capital (excluding treasury shares) as at 26 March 2019 (such amount to be reduced by the aggregate nominal amount of any equity securities allotted or rights granted pursuant to the authority in paragraph 13(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 8 August 2020, save that 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 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 14 - renew the Scrip Dividend Scheme.**

Resolution 14 to be approved as an ordinary resolution. That, the Directors be authorised, pursuant to Article 194 of the Company's Articles of Association, to offer ordinary shareholders (excluding any shareholder holding shares as treasury shares) the right to choose to receive extra shares, credited as fully paid-up, instead of some or all of any cash dividend or dividends which may be declared or paid at any time after the date of the passing of this resolution. This authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the Company's Annual General Meeting in 2022.

### **SPECIAL RESOLUTIONS**

#### **Resolution 15 - Disapplication of pre-emption rights**

Resolution 15 to be approved as a special resolution. That, subject to the passing of Resolution 13, 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 13 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 13(b), by way of rights issue only):

i. to the Company's shareholders in proportion (as nearly as may be practicable) 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 13(a), to the allotment of equity securities for cash (otherwise than pursuant to the authority in Resolution 15(a) above) up to an aggregate nominal amount of £9,830,779.

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 13" 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 8 August 2020 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 16 - Disapplication of pre-emption rights in connection with an acquisition or specified capital investment**

Resolution 16 to be approved as a special resolution. That, subject to the passing of Resolution 13, 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 15, to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority given by Resolution 13 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 13(a), to the allotment of equity securities to an aggregate nominal amount of £9,830,779 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 13" 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 8 August 2020 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 17 - Market purchases of own shares**

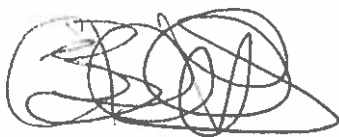
Resolution 17 to be approved as a special resolution. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors of the Company shall determine provided that:

- a. the maximum number of ordinary shares authorised to be purchased is 196,615,572;
- b. the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10 pence (being the nominal value of an ordinary share);
- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:
  - i. an amount equal to 105 per cent of the average of the middle market quotation of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - ii. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System at the time the purchase is carried out.

This authority shall 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 8 August 2020 but, in each case, prior to its expiry the Company may enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of this authority.

#### **Resolution 19 - Calling of general meetings on 14 days' notice**

Resolution 19 to be approved as an special resolution. 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.



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**Clare Bates**

**Company Secretary**

**10 May 2019**