



Notice of 2023 Annual General Meeting

**3 Forbury Place, 23 Forbury Road, Reading, Berkshire RG1 3JH
Thursday 18 May 2023 at 2.00pm (UK time)**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own advice from your stockbroker, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Convatec Group Plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass the documents to the person who now holds the shares.

Chairman's letter and explanation of business

3 Forbury Place
23 Forbury Road
Reading
RG1 3JH

T: 0118 952 8100
www.convatecgroup.com

22 March 2023

Dear Shareholder

Convatec Group Plc (the "Company" or the "Group") - Annual General Meeting

I am pleased to give you notice of the Company's Annual General Meeting, which will be held as a hybrid meeting at the Company's registered office, 3 Forbury Place, 23 Forbury Road, Reading, Berkshire RG1 3JH, with an electronic platform for online attendance as detailed below, on Thursday 18 May 2023 at 2.00pm (UK time) (the "AGM or Meeting").

This document contains:

- a. this Chairman's letter;
- b. the formal Notice of the AGM (the "Notice"), setting out the resolutions to be proposed at the AGM (the "Resolutions");
- c. explanatory notes to the Notice; and
- d. important additional information in respect of the Notice and the AGM (including in relation to the appointment of proxies).

The AGM is an important occasion, and the Directors consider it to be a key opportunity to engage with the Company's shareholders. We welcome your participation and have made arrangements for shareholders to ask questions both before and during the Meeting. The general business of the Meeting is to pass various resolutions as noted below and set out in more detail in the Notice. The majority of the Resolutions are those that are dealt with as a matter of course at each annual general meeting of the Company. As with previous meetings, shareholders are encouraged to vote on the Resolutions in advance of the Meeting.

Dividend

Shareholders are reminded that Convatec Group Plc declared an interim dividend of 1.717 cents per share paid on 6 October 2022. The Board is now recommending a final dividend of 4.330 cents for each ordinary share held in the Company and this requires shareholder approval before it can be paid.

Directors' Remuneration Report and New Remuneration Policy

The Remuneration Committee of the Board is seeking shareholders' approval of the Directors' Remuneration report for the year ended 31 December 2022. This includes an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee. The Company seeks shareholders' approval in respect of the contents of this report. The vote is an advisory one and the Directors' entitlement to remuneration is not conditional on it.

The shareholders are separately being asked to approve the new Remuneration Policy which is set out on pages 153 to 161 of the Annual Report 2022. It is intended that the new Remuneration Policy will take effect immediately after the AGM and will replace the existing policy that was approved by shareholders in 2020. It is anticipated that the new Remuneration Policy will be in force for three years, although we will closely monitor regulatory changes and market trends and, if necessary, we may present a revised policy within that three-year period.

The proposed new Remuneration Policy was developed following extensive shareholder consultation during 2022, more detail of which is provided on page 140 of the Annual Report 2022.

Re-election of Directors

As I set out in my Chair's Statement in the Annual Report 2022, there were a number of changes to the Board in 2022. Jonny Mason has quickly settled into his role as Chief Financial Officer since his appointment to the Board on 12 March 2022. The Board is also benefitting from the extensive knowledge, experience and contribution of Kim Lody and Sharon O'Keefe, who were appointed on 1 February 2022 and 1 March 2022, respectively, as independent Non-Executive Directors.

Each of the Directors of the Company will seek re-election as a Director at the AGM, in accordance with the UK Corporate Governance Code. The Nomination Committee has carefully considered the combination of knowledge, skills, diversity, experience and background of the members of the Board and considers that this mix remains appropriate to respond to the challenges presented to it, to fulfil the Board's vision and support the delivery of the Company's strategy.

The Board has reviewed each individual's commitment of time to the Company in light of their other commitments and it has concluded that Directors have sufficient time to commit to their roles. The Board is pleased to recommend all Directors who are seeking election at the AGM in 2023, and their full biographies can be found in Appendix 1 to this Notice of AGM.

Arrangements for AGM

Shareholders will be able to join and participate in the Meeting in person or through the electronic platform which will be made available via the following web address: <https://meetnow.global>. Voting on the business of the AGM will be conducted by way of a poll. Shareholders who wish to attend the Meeting on the day electronically, will be able to cast their vote at the Meeting through the online platform. Shareholders who are unable to attend on the day will be able to register their proxy vote in advance of the Meeting, either online or through the return of the completed paper Form of Proxy (enclosed with this Notice for those individuals who have elected to receive hard copy documents).

We strongly encourage all shareholders to lodge their vote by proxy ahead of the Meeting. Further instructions on voting and appointing proxies are set out in the 'Important Information' section on page 11 of this document and on our website at www.convatecgroup.com/investors/shareholder-centre/.

For those Shareholders who have elected to receive hard copy documents, they may lodge their votes ahead of the Meeting by completing the Form of Proxy enclosed with this document and return it to Computershare Investor Services PLC (the Company's registrars) as soon as possible, and by no later than 2.00pm (UK time) on Tuesday 16 May 2023.

Appointing a proxy will not prevent shareholders from attending and voting at the AGM if you wish. If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the Resolutions to be proposed at the AGM.

If you have any queries about the AGM or any other aspect of the business of the Meeting, or should you wish to submit a question in advance of the Meeting concerning the business to be considered, please write to cosec@convatec.com, clearly headed "2023 AGM". Please submit your question(s) by 2.00pm (UK time) on Tuesday 16 May 2023.

If you have any queries regarding your shareholding or have any difficulty in voting, please contact our registrars, Computershare Investor Services PLC, at webqueries@computershare.co.uk or on +44 (0)370 703 6219.

Recommendation

The Directors consider that each of the Resolutions set out in the Notice of AGM is in the best interests of the Company and the shareholders as a whole and, accordingly, recommend that all shareholders vote in favour of all Resolutions, as the Directors intend to do in respect of their own holdings.

Dr John McAdam CBE
Board Chair
Convatec Group Plc

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Convatec Group Plc will be held at 3 Forbury Place, 23 Forbury Road, Reading, RG1 3JH. The Meeting will be held as a hybrid meeting and information outlining how shareholders may join the Meeting electronically is detailed on pages 18 and 19 of this Notice. The Meeting will commence at 2.00pm (UK time) on Thursday 18 May 2023 for the following purposes:

To consider and, if thought fit, to pass the following Resolutions, of which Resolutions 1 to 18 will be proposed as ordinary resolutions and Resolutions 19 to 22 will be proposed as special resolutions.

Ordinary Resolutions

1. To receive the Company's Annual Report and Accounts for the financial year ended 31 December 2022, together with the Strategic report, Directors' report and the Independent Auditor's report on those accounts (the "Annual Report and Accounts 2022").
2. To approve the Directors' Remuneration report for the financial year ended 31 December 2022, as set out on pages 144 to 152 of the Annual Report and Accounts 2022.
3. To approve the Remuneration Policy as set out on pages 153 to 161 of the Annual Report and Accounts 2022.
4. To declare a final dividend as recommended by the Directors of 4.330 cents per ordinary share for the year ended 31 December 2022 payable on 25 May 2023 to shareholders on the register at the close of business on 11 April 2023.
5. To re-elect Dr John McAdam as a Director of the Company with effect from the end of the AGM.
6. To re-elect Karim Bitar as a Director of the Company with effect from the end of the AGM.
7. To re-elect Jonny Mason as a Director of the Company with effect from the end of the AGM.
8. To re-elect Margaret Ewing as a Director of the Company with effect from the end of the AGM.
9. To re-elect Brian May as a Director of the Company with effect from the end of the AGM.
10. To re-elect Professor Constantin Coussios as a Director of the Company with effect from the end of the AGM.
11. To re-elect Heather Mason as a Director of the Company with effect from the end of the AGM.
12. To re-elect Kim Lody as a Director of the Company with effect from the end of the AGM.
13. To re-elect Sharon O'Keefe as a Director of the Company with effect from the end of the AGM.
14. To re-elect Sten Scheibye as a Director of the Company with effect from the end of the AGM.
15. To re-appoint Deloitte LLP as auditor to the Company until the conclusion of the next general meeting at which the Company's accounts are to be laid.
16. To authorise the Directors to determine the remuneration of the Company's auditor.
17. That the Company and all companies that are or become its subsidiaries (the "Group"), at any time up to the end of the Annual General Meeting of the Company after the passing of this Resolution (or if earlier, at the close of business on the day which is 15 months after the date on which this Resolution is passed) be generally authorised to:
 - a. make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;
 - b. make political donations to political organisations other than political parties not exceeding £100,000 in total; and
 - c. incur political expenditure not exceeding £100,000 in total,

provided that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £100,000. For the purposes of this Resolution, the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given by sections 363 to 365 of Companies Act 2006.

18. 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 £68,129,068 which represents approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares) as at 17 March 2023; and
- b. comprising equity securities (as defined by section 560(1) of the Companies Act 2006) up to a maximum aggregate nominal amount of £136,258,136 which represents approximately 66.6% of the Company's issued ordinary share capital (excluding treasury shares) as at 17 March 2023 in connection with an offer by way of a rights issue:
 - 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 the day which is 15 months after the date on which this Resolution is passed, 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.

Special Resolutions

19. That, subject to the passing of Resolution 18, 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 18 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:
 - 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 18(a), to the allotment of equity securities for cash (otherwise than pursuant to the authority in Resolution 19(a) above) up to an aggregate nominal amount of £20,438,720.

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 18" 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, 15 months after the date on which this Resolution is passed, 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.

Notice of Annual General Meeting continued

20. That, subject to the passing of Resolution 18 and Resolution 19, 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 19 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority given by Resolution 18 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment. This power shall be limited to the allotment of equity securities to an aggregate nominal amount of £20,438,720 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 18" 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, 15 months after the date on which this Resolution is passed, 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.

21. 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 204,387,204;
- 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% 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 on the trading venue where 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, 15 months after the date on which this Resolution is passed 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.

22. 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.

By order of the Board of Directors.

Evelyn Douglas
Company Secretary

Convatec Group Plc
3 Forbury Place
23 Forbury Road
Reading, RG1 3JH
22 March 2023

The notes on the following pages explain the Resolutions proposed at this AGM.

Resolutions 1 to 18 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolutions 19 to 22 are proposed as special resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Ordinary Resolutions

Resolution 1 - Annual Report and Accounts

Resolution 1 is to receive and consider the Annual Report and Accounts for the financial year ended 31 December 2022. The Directors are required to present to the Meeting the annual financial statements and reports of the directors and of the auditors for the financial year ended 31 December 2022, as contained in the Annual Report and Accounts 2022.

Resolution 2 - Remuneration Report

Resolution 2 relates to the approval of the Directors' Remuneration report.

Resolution 2 is to approve the Directors' Remuneration report for the financial year ended 31 December 2022, as set out on pages 144 to 152 of the Annual Report and Accounts 2022. Section 439 of the Companies Act 2006 requires that the Directors' Remuneration report for the financial year be put to a vote of shareholders at the Annual General Meeting. The Company's auditor Deloitte LLP has audited those parts of the Directors' Remuneration report that are required to be audited and its report may be found at pages 232 to 240 of the Annual Report and Accounts 2022. This vote is advisory and the Directors' entitlement to receive remuneration is not conditional on it.

Resolution 3 - Remuneration Policy

Resolution 3 is to approve the new Remuneration Policy as set out on pages 153 to 161 of the Annual Report and Accounts 2022. As outlined in the letter from the Chair of the Remuneration Committee, the Company engaged extensively with shareholders in the development of the new Remuneration Policy. The vote on Resolution 3 is binding in that once the Directors' Remuneration Policy is approved the Company will not be able to make a remuneration payment or a payment for loss of office to a current, past or future Director unless that payment is consistent with the policy or has been approved by a resolution of the members of the Company.

If for any reason the Directors' Remuneration Policy is not approved and to the extent permitted by the Companies Act 2006, the Company will continue to make payments to Directors in accordance with the existing Remuneration Policy until a new Directors' Remuneration Policy is approved by shareholders.

Resolution 4 - Final Dividend

Resolution 4 seeks shareholders' approval of the final dividend of 4.330 cents per ordinary share recommended by the Directors for the year ended 31 December 2022. An interim dividend of 1.717 cents per ordinary share was paid on 6 October 2022, bringing the total dividend for 2022 to 6.047 cents per ordinary share. The final dividend on ordinary shares is declared in US dollars and will be paid in Sterling at the chosen exchange rate of \$1.184/£1.00 determined on 8 March 2023. If shareholders approve the recommended final dividend, it will be paid on 25 May 2023 to all ordinary shareholders named on the register of members as at close of business on 11 April 2023, excluding the shareholders in respect of whom a valid election to participate in the Company's Scrip Dividend programme has been received by the Company (i) by 3.00pm (UK time) on 3 May 2023 if you hold your shares in uncertificated form, or (ii) by 5.00pm (UK time) on 3 May 2023 if you hold your shares in certificated form. Shareholders for whom valid elections have been received by 3.00pm or 5.00pm (UK time) on 3 May 2023, as applicable, will receive the final dividend in the form of new ordinary shares in the Company. Full details of the Company's Scrip Dividend programme (including details of how to elect to receive ordinary shares) are available on the Company's website at www.convatecgroup.com/investors/shareholder-centre/.

Resolutions 5 to 14 - Election of Directors

Resolutions 5 to 14 relate to the re-election of Directors to the Board. In accordance with the recommendations of the UK Corporate Governance Code 2018 and the requirements of the Company's Articles of Association, all Directors retire at the AGM and those wishing to serve again submit themselves for re-election by the shareholders.

All directors will be submitting themselves for re-election at the forthcoming AGM. Following the Board performance evaluation carried out during the year in the form of questionnaires, facilitated by external advisor, Lintstock, and separate individual evaluation, the Chair is satisfied that the performance of each Director standing for re-election demonstrates commitment to the role and has sufficient time to meet his or her commitments to the Company. Each Director has provided a valuable and effective contribution in meetings held, and on decisions taken by the Board.

The Company is party to a relationship agreement with Novo Holdings A/S ("Novo") and as part of that agreement, Novo is entitled to nominate a Director for appointment to the Board, provided it retains a shareholding of 10% or more of the Company's issued share capital. In July 2018, Sten Scheibye was duly appointed by the Board as Non-Executive Director. Sten is not considered independent by the Board, due to his relationship with Novo and does not sit on any committees. The Board considers Sten as providing an effective and valuable contribution to the Board and that there are no other relationships or circumstances likely to affect his character or judgement.

Explanatory notes continued

The Board is satisfied that each of the remaining Non-Executive Directors offering themselves for re-election is independent in character and that there are no relationships or circumstances likely to affect their character or judgement. The biographies of each of the Directors and their contributions and reasons for re-election are set out in Appendix 1 to this document. Further information about each Director is set out on our website at www.convatecgroup.com/about-us/board-of-directors/. The Board believes this information is sufficient to enable shareholders to make an informed decision on their re-election.

Resolutions 15 and 16 – Re-appointment of Auditor and Auditor Remuneration

Resolutions 15 and 16 relate to the re-appointment of the auditor and authority to determine their remuneration. The Company's auditor must be submitted for re-appointment at each general meeting at which the Company's accounts are laid. Resolution 15 is proposed to approve the re-appointment of Deloitte LLP, following the recommendation of the Audit and Risk Committee. Resolution 16 authorises the Directors to determine the auditor's remuneration, who delegate this authority to the Audit and Risk Committee. Further details of the external audit are set out on pages 136 to 138 of the Annual Report and Accounts 2022.

Resolution 17 – Donations to Political Parties

It is not the Group's policy to make political donations within the normal meaning of that expression. However, it is possible that certain routine activities undertaken by the Group might unintentionally fall within the wide definition of matters constituting political donations and expenditure in the Companies Act 2006. Any expenditure that is regulated under the Companies Act 2006 must first be approved by shareholders and will be disclosed in next year's Annual Report. This Resolution, if passed, will give the Directors authority until the next Annual General Meeting of the Company (when the Directors intend to review this authority to make donations and incur expenditure which might otherwise be caught by the terms of the Companies Act 2006), up to an aggregate of £100,000 for the Company and for subsidiary companies.

Resolution 18 – Directors' Authority to Allot Shares

Resolution 18 will be proposed to enable the Directors to allot ordinary shares in the capital of the Company without the prior consent of shareholders for a period expiring at the conclusion of the next Annual General Meeting of the Company or, if earlier, 15 months after the date on which this Resolution is passed.

At the last Annual General Meeting of the Company held on 12 May 2022, the Directors were given authority to allot relevant securities within the meaning of section 551 of Companies Act 2006 up to an aggregate nominal amount of £67,819,097, representing approximately one third of the Company's issued share capital on 24 March 2022, being the latest practicable date prior to the publication of the notice of that Annual General Meeting. This authority expires at the end of this year's Meeting.

Paragraph (a) of Resolution 18 will, if passed, allow the Directors to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate maximum nominal amount of £68,129,068 (representing approximately 33.3% of the nominal value of the Company's issued share capital, excluding shares held in treasury, on 17 March 2023, the latest practicable date prior to the publication of this document).

In accordance with the institutional guidelines issued by the Investment Association ("IA"), paragraph (b) of Resolution 18 will allow Directors to allot further of the Company's ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum aggregate nominal amount of £136,258,136, (representing approximately 66.6% of the Company's issued share capital, excluding shares held in treasury, on 17 March 2023, the latest practicable date prior to the publication of this document).

The Directors have no present intention of exercising this authority except in connection with satisfying options or share awards issued pursuant to the Company's employee share schemes, should it be in the best interests of the Company to do so. The Company currently operates an Employee Benefit Trust for the purpose of satisfying options and share awards (further details of which can be found on page 10 of this Notice); however the Directors regard it necessary to ensure that the Company maintains flexibility and transparency in managing the schemes, to ensure the approach remains aligned with shareholder interests. Should the Directors decide to exercise this authority other than in connection with satisfying options or share awards, they intend to follow best practice in accordance with guidance issued by the IA.

As at 17 March 2023, the latest practicable date prior to the publication of this document, the Company holds no shares in treasury.

Special Resolutions

Resolutions 19 and 20 – Disapplication of Pre-emption Rights

Under section 561(1) of the Companies Act 2006, if the Directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares (which for this purpose includes a sale of treasury shares for cash), other than pursuant to an employee share scheme, they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights.

Resolution 19 which is proposed as a special resolution will allow the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders. If approved, the Resolution will authorise the Directors to issue shares (i) in connection with a pre-emptive offer and (ii) otherwise to issue shares for cash up to an aggregate maximum nominal amount of £20,438,720 (which includes, for this purpose, the sale on a non-pre-emptive basis of any shares held in treasury), representing approximately 10% of the issued ordinary share capital of the Company, excluding shares held in treasury, on 17 March 2023, the latest practicable date prior to the publication of this document, as if section 561(1) of the Companies Act 2006 did not apply to such allotment or sale of treasury shares for cash.

Resolution 20, which is proposed as a special resolution is in addition to the waiver granted in Resolution 19. Resolution 20, if passed, will authorise the Directors to allot equity securities or sell treasury shares for cash, pursuant to the authority to allot granted by Resolution 18, in connection with an acquisition or other capital investment of a fund 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, as if section 561(1) of the Companies Act 2006 did not apply to such allotment or sale of treasury shares for cash, up to a further maximum aggregate nominal amount of £20,438,720 (representing approximately 10% of the issued ordinary share capital of the Company, excluding shares held in treasury, on 17 March 2023, the latest practicable date prior to the publication of this document).

The additional authority to allot up to approximately 10% of the issued ordinary share capital is sought for use in connection only with an acquisition or specified capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights most recently published prior to the date of this notice and not for general corporate purposes. Any such acquisition or specified capital investment would be announced at the time of the relevant share issue. The directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Pre-Emption Group's 2022 Statement of Principles.

The Directors do not have any present intention of exercising either authority. If passed, the authorities granted under Resolutions 19 and 20 will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 15 months after the date on which this Resolution is passed.

The Directors believe that the authority sought in these Resolutions are in the best interests of the Company and note that they comply with the IA guidelines and the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights.

Resolution 21 – Market Purchases

Resolution 21 will be proposed as a special resolution to enable the Company to purchase up to an aggregate of 204,387,204 of its own shares, which is equivalent to approximately 10% of the Company's issued share capital, excluding any shares held in treasury, as at 17 March 2023, the latest practicable date prior to the publication of this document, in accordance with the Companies Act 2006 on such terms and in such manner as the Directors determine, subject to minimum and maximum price limits which may be paid for any shares purchased under this authority, which reflect the requirements of the Listing Rules.

The authority will remain in force until the conclusion of the next Annual General Meeting of the Company but will terminate 15 months after the date on which this Resolution is passed if the Annual General Meeting has not been held by that date.

The Company may agree before the authority expires to purchase ordinary shares where the purchase will or may be executed after the authority terminates (either in whole or in part). The Company may complete such a purchase even though the authority has expired.

Explanatory notes continued

The Companies Act 2006 permits the Company to hold shares repurchased as treasury shares. Treasury shares may be cancelled, sold for cash or used for the purpose of employee share schemes. The authority to be sought by this Resolution is intended to apply equally to shares to be held by the Company as treasury shares. No dividends will be paid on shares which are held as treasury shares and no voting rights will be attached to them. Shares held as treasury shares will normally be used to satisfy the Company's employee share schemes.

The Company operates an Employee Benefit Trust (the "EBT") which holds shares for the purpose of satisfying options or share awards issued pursuant to the Company's employee share schemes. The Directors have no present intention of exercising the authority granted by this Resolution other than where they determine to purchase shares for the purpose of employee share schemes and in such cases, will only do so following full consideration of the circumstances and taking into account the interests of the shareholders as a whole. At present, awards issued pursuant to the employee share schemes are satisfied through the EBT; however the Directors reserve their position, and may elect to repurchase shares.

At 31 December 2022, 10,975,451 shares were held in the EBT.

In the period from 31 December 2022 to 17 March 2023 (being the latest practicable date prior to the publication of this document), the Company did not purchase any of its own shares.

The total number of options to subscribe for ordinary shares and awards which may be satisfied by newly issued ordinary shares under long-term incentive plans of the Group that were outstanding at 31 December 2022 (as reported in the Annual Report and Accounts 2022) was 30,799,775. The proportion of issued share capital, excluding shares held in treasury, that they represented at that time was 1.51% and the proportion of issued share capital that they will represent if the full authority to purchase shares, existing and being sought, is used is 1.88%.

Resolution 22 - Notice of Meetings other than Annual General Meeting

Resolution 22 will be proposed as a special resolution to allow the Company to call general meetings (other than an Annual General Meeting) on 14 clear days' notice. The notice period required by the Companies Act 2006 for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Annual General Meetings must always be held on at least 21 clear days' notice. It is intended that the flexibility offered by this Resolution will only be used for time-sensitive, non-routine business and where merited in the interests of shareholders as a whole and noting also the recommendations of the UK Corporate Governance Code with which the Company would intend to comply. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Entitlement to Attend and Vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that only those shareholders registered in the Register of Members of the Company as at close of business on Tuesday 16 May 2023 or, in the event that the Meeting is adjourned, in the Register of Members at the close of business two days before the time of any adjourned meeting shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on Tuesday 16 May 2023 or, in the event that the Meeting is adjourned, at close of business two days before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

Proxies

- i. A shareholder entitled to attend and vote at the AGM may appoint a proxy or proxies (who need not be a shareholder of the Company) to exercise all or any of his or her rights to attend the Meeting, ask questions and vote at the AGM. Where more than one proxy is appointed, each proxy must be appointed for different shares.

Proxies may only be appointed by:

- Completing and returning the Form of Proxy enclosed with this Notice to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY;
- Going to www.investorcentre.co.uk/eproxy and following the instructions for electronic submission provided there; and
- Having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members). Please refer to the CREST manual on the Euroclear website (www.euroclear.com/CREST) for further information.

Return of the Form of Proxy will not prevent a shareholder from attending the Meeting whether in person or electronically; however, if you have already voted by proxy, you will still be able to vote at the Meeting (whether in person or electronically) and your vote on the day will replace your previously lodged proxy vote.

- ii. As a shareholder, you are encouraged to appoint the Chair of the Meeting as proxy to exercise all or any of your rights to attend, vote and speak at the AGM. Alternatively, you may appoint another person as your proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the Notice. The electronic addresses provided in this Notice are provided solely for the purpose of enabling shareholders to register the appointment of a proxy or proxies for the Meeting or to submit their voting directions electronically. You may not use any electronic address provided in the Notice of this Meeting to communicate with the Company for any purposes other than those expressly stated.
- iii. To be effective, the Form of Proxy must be completed in accordance with the instructions and received by the Company's registrar by 2.00pm (UK time) on Tuesday 16 May 2023.

To appoint a proxy or to give an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (3RA50) by 2.00pm (UK time) on Tuesday 16 May 2023. Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 6.00pm (UK time) on any other day. For the purpose of this deadline, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST sponsored members and other CREST sponsored members and those CREST members that have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST.

For further information on CREST procedures, limitations and system timings, please refer to the CREST manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

Proxymity

Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. If using this service, a proxy must be lodged by 2.00pm (UK time) on 16 May 2023 in order to be considered valid. Before a proxy is appointed via this process, they will need to have agreed to Proxymity's associated terms and conditions. It is important that these are read carefully as they will govern the electronic appointment of appointed proxies where this service has been chosen.

Important information continued

Nominated Persons

Any person to whom a copy of this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (“**Nominated Person**”) may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in note (i) above does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.

Corporate Representatives

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Shareholder Rights and AGM Business

Under sections 338 and 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to shareholders of the Company entitled to receive Notice of the AGM, notice of a resolution which may be properly moved, and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company’s constitution or otherwise), (b) it is defamatory, or (c) it is frivolous or vexatious. Such a request may be in hard copy or electronic form and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or person making it, must be received by the Company not later than Wednesday 19 April 2023, being the date four clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Right to Ask Questions

Under section 319A of the Companies Act 2006, shareholders have the right to ask questions at the AGM relating to the business of the Meeting and for these to be answered, unless such answer would interfere unduly with the business of the Meeting, involve the disclosure of confidential information, if the answer has already been published on the Company’s website, or if it is not in the interests of the Company or the good order of the Meeting that the question be answered.

Website Publication of Audit Concerns

Under section 527 of the Companies Act 2006, shareholders have a right to request publication of any concerns that they propose to raise at the AGM relating to the audit of the Company’s Accounts (including the Auditor’s report and the conduct of the audit) that are to be submitted to the Meeting or any circumstances connected to the Company’s auditor who ceased to hold office since the last Annual General Meeting. The Company will publish the statement if sufficient requests meeting the threshold requirements have been received in accordance with section 527(2) of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with such request. Where a statement is published, the Company will forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.

Documents Available for Inspection

Copies of the service agreements of the Executive Directors, the letters of appointment of the Non-Executive Directors and the Company's Articles of Association will be available for inspection at an agreed time during normal business hours from the date of dispatch of this Notice until the end of the AGM (Saturdays, Sundays and public holidays excepted) at the registered office of the Company, 3 Forbury Place, 23 Forbury Road, Reading, Berkshire RG1 3JH. Please send a request to cosec@convatec.com should you wish to arrange.

Total Voting Rights

As at 17 March 2023 (being the last practicable date prior to the publication of this document), the Company's issued share capital comprised 2,043,872,048 ordinary shares (excluding treasury shares). The holders of ordinary shares are entitled to attend and vote at general meetings of the Company.

The total voting rights in the Company as at 17 March 2023, the latest practicable date prior to the publication of this document, were 2,043,872,048 (excluding treasury shares).

Information Available on Website

The following information is available, or will be available if applicable on the Company's website at www.convatecgroup.com:

- i. the matters set out in this Notice;
- ii. the total voting rights and number of shares of each class in respect of which shareholders are entitled to exercise voting rights at the AGM;
- iii. shareholders' right to include business to be dealt with at the AGM; and
- iv. shareholders' statements, resolutions and matters of business received by the Company after Wednesday 19 April 2023.

Attending the AGM

Shareholders and duly appointed proxies are encouraged to either attend the Meeting in person or to join the Meeting through the Computershare Investor Services PLC website; further details and joining instructions can be found on pages 19 and 20 of this Notice, together with voting instructions.

Questions

All shareholders or their proxies will have the opportunity to submit questions during the AGM, in person or through the electronic platform chat function. A question may not be answered at the Meeting if it is not considered to be in the interests of the Company or the good order of the Meeting, or if it would involve the disclosure of sensitive information. The Chairman may also nominate a representative to answer a specific question after the Meeting or refer the questioner to the Company's website. Shareholders may also to submit a question concerning the business to be considered at the AGM in advance of the Meeting by writing to cosec@convatec.com with the heading "2023 AGM". Please submit your question(s) by 11.00am (UK time) on Tuesday 16 May 2023.

Voting at the AGM

The Company confirms that all Resolutions to be proposed at the AGM will be put to the vote on a poll. This will result in a more accurate reflection of the views of all of the Company's shareholders by ensuring that every vote is recognised, including the votes of shareholders who are unable to join the Meeting but who have appointed a proxy for the Meeting. On a poll, every ordinary shareholder who has attended/joined the Meeting or is represented by proxy has one vote for every ordinary share held. Only the first shareholder listed on the Register of Members is entitled to vote.

For those joining electronically, votes can be cast during the Meeting via the Computershare Investor Services PLC website, upon the Chairman declaring the poll open. Further instructions and guidance on the voting procedures can be found on page 19 of this Notice.

All of the votes of the shareholders who join the Meeting will be counted, and added to those received in person and by proxy.

The voting results, which will include all votes cast for and against each Resolution at the Meeting, and all proxies lodged prior to the Meeting, will be published on the Company's website as soon as practicable after the Meeting. The Company will also disclose the number of votes withheld.

Important information continued

If you have already voted by proxy, you will still be able to vote at the Meeting and your vote on the day will replace your previously lodged proxy vote.

Whomever you appoint as a proxy can vote or abstain from voting as he or she decides on any other business which may validly come before the AGM. This includes proxies appointed using the CREST service. Details of how to complete the appointment of a proxy either electronically or on paper are given in the notes to this Notice.

Shareholder Enquiries

Computershare maintain the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Computershare Investor Services PLC:

- by telephone: 0370 703 6219
- in writing to: The Pavilions, Bridgwater Road, Bristol, BS13 8AE.

Data Protection Statement

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Registrar). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrar) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

Appendix I: Directors' biographies

AR Audit and Risk Committee

N Nomination Committee

R Remuneration Committee

* Committee Chair

Dr John McAdam CBE (74)

Chairman, British

Date of appointment

September 2019

Independent

Yes (on appointment)

Committee memberships

N*

Relevant skills and experience

- Extensive chair and board leadership experience including as former Chair of Rentokil Initial Plc and United Utilities Group PLC and as a Non-Executive Director of a number of FTSE 100 and US companies.
- Extensive experience of leading companies undergoing transformation including as Chief Executive of ICI plc between 2003 and 2008.

Current external appointments

Adviser to BlackRock's Long Term Investment Group.

Contributions and reasons for re-election

- Strong support and challenge to CEO on strategy and organisational change.
- John brings a wealth of experience to our Company, over 20 years' service as a board director in various roles such as a senior executive, Chairman and as a Board member of a number of leading UK companies.
- John brings significant transformational leadership to the Board.

Karim Bitar (57)

Chief Executive Officer, American

Date of appointment

September 2019

Independent

No

Committee memberships

None

Relevant skills and experience

- Significant board level and leadership experience including as Non-Executive Director of Spectris plc between 2017 and 2021 and Chief Executive Officer of Genus plc between 2011 and 2019.
- Successful business transformation track record.
- Extensive and broad management experience.
- Relevant sector knowledge and experience including 15 years with Eli Lilly where from 2008 he was President of Europe, Australia and Canada.

Current external appointments

Member of the University of Michigan, Ross School of Business Advisory Board.

Contributions and reasons for re-election

- Karim brings extensive experience as Chief Executive Officer and especially from his experience in Genus plc.
- Executed FISBE strategy, achieving sustainable and profitable growth while strengthening Convatec's competitive position.
- Successful acquisition of Triad Life Sciences.
- Continued to strengthen senior leadership team, attracting new executive leaders bringing new skills and capabilities.
- Chair of CELT-led ESG Steering Committee.

Jonny Mason (58)

Chief Financial Officer, British

Date of appointment

March 2022

Independent

No

Committee memberships

None

Relevant skills and experience

- Previously CFO at Dixon's Carphone Plc, Halfords Plc, Odeon and UCI Cinemas and Scandi Standard AB. Held other senior finance roles including Finance Director of Sainsbury's supermarkets.

Current external appointments

None

Contributions and reasons for election

- Extensive CFO experience within listed and international businesses.
- Experience in strategic enterprise transformation.
- Secured refinancing of Convatec's bank facilities at competitive rates.
- Successfully exited the hospital care business, increasing Convatec's focus on four chronic care areas.

Margaret Ewing (67)

Senior Independent Director, British

Date of appointment

August 2017

Independent

Yes

Committee memberships

AR* **N**

Relevant skills and experience

- Chartered Accountant with significant financial experience including as former Managing Partner of Deloitte LLP and CFO of BAA plc.
- Extensive audit and risk management experience.
- Strong board experience, having served as a Non-Executive Director of Whitbread plc and Standard Chartered plc and CFO of BAA plc and Trinity Mirror plc.

Current external appointments

Non-Executive Director and Chair of the Audit and Risk Committee of ITV plc. Non-Executive Director, Chair of the Audit and Compliance Committee and a member of the Nominations Committee of International Consolidated Airlines Group, S.A.

Contributions and reasons for re-election

- Ensured the Audit and Risk Committee provided robust and constructive challenge to the external auditor and management on accounting, tax, treasury and risk management issues.
- Provided strong support to Chairman and rest of Board as Senior Independent Director.
- Strong executive and non-executive experience with large listed businesses and current and relevant external directorships and committee memberships and committee Chair roles.

Appendix I: Directors' biographies continued

Brian May (58)

Non-Executive Director, British

Date of appointment

March 2020

Independent

Yes

Committee memberships



Relevant skills and experience

- Significant financial and international business experience including as Chief Financial Officer of Bunzl plc from 2006 to 2019 and, prior to that, he held a number of senior management finance roles with Bunzl, including divisional Finance Director, Group Treasurer and Head of Internal Audit.
- Experience as a Non-Executive Director including of United Utilities Group Plc between 2012 and 2021, where Brian served as Audit Committee Chair.
- Extensive experience of significant strategic initiatives that delivered growth and sustained shareholder returns over the long term.
- Chartered Accountant.

Current external appointments

Non-Executive Director of Ferguson plc where Brian is also a member of its Nominations and Governance Committee and Audit Committee. Non-Executive Director of OFI Group Limited.

Contributions and reasons for re-election

- Brings extensive operational and financial experience with large listed businesses.
- Recent experience as the previous Non-Executive Director and Audit Committee Chair.
- Overseen significant strategic growth initiatives resulting in both organic and inorganic growth and sustained shareholder returns over the long-term through strong capital allocation.
- Led the Remuneration Committee in conducting an in-depth review of its Remuneration Policy.

Professor Constantin Coussios FREng OBE (45)

Non-Executive Director, Greek/British

Date of appointment

September 2020

Independent

Yes

Committee memberships



Relevant skills and experience:

- Internationally recognised key opinion leader in the field of biomedical engineering.
- Proven track record of translating research into commercial technologies through academic entrepreneurship including as Founder, Chief Technology Officer and Chief Scientific Officer of three successful spin-outs.
- Significant experience of drug delivery devices and technologies including between 2014 and 2020 directing and leading the Oxford Centre for Drug Delivery Devices, a cross-disciplinary centre working across pharmaceutical and medical device companies and the NHS.

Current external appointments

Director, Institute of Biomedical Engineering, University of Oxford. Professorial Fellow, Magdalen College, Oxford. Founder and Director of OrganOx Limited, OxSonic Limited and OrthoSon Limited. Trustee of the Oxford Transplant Foundation and Governor of Magdalen College School Oxford.

Contributions and reasons for re-election

- Extensive knowledge and academic practice within the field of biomedical engineering.

Heather Mason (62)

Non-Executive Director, American

Date of appointment

July 2020

Independent

Yes

Committee memberships



Relevant skills and experience

- Significant international healthcare experience leading fully integrated global businesses including 27 years with Abbott Laboratories where she held a number of global senior operational and strategic leadership roles, including Senior Vice President of Abbott Diabetes Care and most recently Executive Vice President of Abbott Nutrition.
- Extensive relevant international, commercial and operational experience.
- Proven track record of overseeing the development of commercially viable new product pipelines and brand building.

Current external appointments

Chair of SCA Pharmaceuticals, LLC. Non-Executive Director and member of the Audit and Compensation Committees of Immatics, Inc., Non-Executive Director of Pendulum Therapeutics, Inc., and of Assertio Therapeutics, Inc., where Heather is Chair of the Governance Committee and member of the Audit and Compensation Committees.

Contributions and reasons for re-election

- Extensive experience within the international healthcare sector.
- Non-executive director experience serving on listed and unlisted companies within the healthcare sector.

Kimberly Lody (57)

Non-Executive Director, American

Date of appointment

February 2022

Independent

Yes

Committee memberships



Relevant skills and experience

- Formerly President and CEO of NYSE listed Sonida Senior Living Corporation.
- Leadership and management experience, serving as GN Hearing for North America, President of Resound in the US and President of Chronic Care for the US subsidiary of Coloplast. Chief Operating Officer of Senior Home Care, and Executive Vice President and Chief Marketing Officer of Gentiva Health Services. Kim has also held various other senior leadership roles.

Current external appointments

President and CEO of Sonida Senior Living Corporation.

Contributions and reasons for election

- Extensive healthcare, reimbursement and MedTech experience and a background in international and multi-cultural environments.

Sharon O'Keefe (70)

Non-Executive Director, American

Date of appointment

March 2022

Independent

Yes

Committee memberships



Relevant skills and experience:

- Previously President and Chief Operating Officer of UChicago Medicine and Non-Executive director of Aviv REIT and of Vocera Communications.
- Holds an M.S in Nursing Administration from the Loyola University of Chicago, and a B.S in Nursing from the Northern Illinois University.

Current external appointments

Non-Executive Director of Adtalem Global Education, and of Apollo Endosurgery Inc.

Contributions and reasons for re-election

- Extensive healthcare and executive experience, with focus on driving quality, efficiency and innovation.

Sten Scheibye (71)

Non-Executive Director, Danish

Date of appointment

July 2018

Independent

No

Committee memberships

None

Relevant skills and experience:

- Substantial healthcare knowledge and significant operational experience as former President and CEO of Coloplast A/S.
- Board experience including previous roles as Chair of the Novo Nordisk Foundation and of Novo Holdings A/S.
- Extensive governance experience including as a member of the Danish Corporate Governance Committee, also serving as the committee's Chair.

Current external appointments

Chair of, BioInnovation Institute Foundation, BioInnovation Institute Holdings A/S, and of the The Knud Højgaard Foundation. Non-Executive Director of Perfusion Tech Aps.

Contributions and reasons for re-election

- Substantial healthcare knowledge and significant operational experience as former President and CEO of Coloplast A/S.
- Extensive governance experience including as a member of the Danish Corporate Governance Committee, also serving as the committee's Chair.

Appendix II: Additional disclosures

Substantial Shareholdings

Further to the disclosure of major shareholders on page 163 of the Annual Report and Accounts, no further shareholder interests have been disclosed to the Company, pursuant to the Disclosure and Transparency Rules, during the period between 8 March 2023, being the latest practicable date before publication of the Annual Report and Accounts 2022, and 17 March 2023, being the latest practicable date prior to the publication of this document.

Directors' Shareholdings

Changes have been noted to the Directors' interests in the Company's shares as disclosed on page 152 of the Annual Report and Accounts as at 8 March 2023 which are detailed below:

Director	Shares owned outright or vested		
	31 December 2022	8 March 2023	17 March 2023
Karim Bitar	1,943,562	1,943,562	1,974,784
Jonny Mason	50,000	50,000	50,000
Dr John McAdam	23,181	23,181	23,181
Sten Scheibye	45,000	45,000	45,000
Brian May	25,000	25,000	25,000
Heather Mason	10,000	10,000	10,000
Margaret Ewing	10,000	10,000	10,000
Professor Constantin Coussios	8,440	18,301	18,301
Kimberly Lody	10,000	10,000	10,000
Sharon O'Keefe	3,200	3,200	3,200

Electronic Meeting

For the 2023 AGM, Convatec Group Plc will be enabling shareholders to attend and participate in the Meeting electronically, should they wish to do so. This can be done by accessing the AGM website, <https://meetnow.global>.

Accessing the AGM Website

The AGM can be accessed online using most well-known internet browsers such as Internet Explorer, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://meetnow.global> on the day.

Logging In

On accessing the AGM website, you will be asked to enter a Meeting ID which is **CONVATECAGM23**.

You will then be prompted to enter your unique SRN and PIN. These can be found printed on your Form of Proxy. Access to the Meeting via the website will be available from 1.30pm (UK time) on 18 May 2023; however, please note that your ability to vote will not be enabled until the Chair formally declares the poll open.

Broadcast

The Meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the Meeting, you will be able to listen to the proceeding of the Meeting on your device, as well as being able to see the slides of the Meeting which will include the Resolutions to be put forward to the Meeting.

Voting

Once the Chair has formally opened the Meeting, they will explain the voting procedure. Voting will be enabled on all Resolutions at the start of the formal Meeting on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the Resolutions in the Notice of Meeting. Resolutions will not be put forward separately.

Once the Resolutions have been proposed, the list of Resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received - there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the Meeting.

Questions

Any shareholder or appointed proxy attending the Meeting is eligible to ask questions. If you would like to ask a question, this may be done by selecting the messaging icon. Type your message within the chat box at the bottom of the messaging screen and once you are happy with your message click the send button. Questions will be moderated before being sent to the Chair. This is to avoid repetition. Messages can be submitted at any time during the Q&A session up until the Chair closes the session.

Downloads

Links are present on the info screen. When you click on a link, the selected document will open in your browser. Data usage for streaming the Meeting or downloading documents via the AGM platform varies depending on individual use, the specific device being used for streaming or download (Android, iPhone, etc.) and the network connection (3G, 4G).

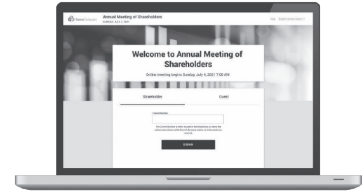
Requirements

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the Meeting.

Duly appointed proxies and corporate representatives

Please contact the Company's registrar before 10.00am (UK time) on 16 May 2023 on +44 370 703 6219 for your SRN and PIN. Lines are open 9.00am to 5.00pm (UK time) Monday to Friday (excluding public holidays in England and Wales).

How to participate in online meetings



Attending the meeting online

This year we will be conducting a hybrid meeting, giving you the opportunity to attend the meeting in-person or to participate online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

Visit: meetnow.global/convatecagm23

You will need the latest version of Chrome, Safari, Edge or Firefox to participate online.

Please ensure your browser is compatible in advance of the meeting.

Meeting access

To login you must have your Shareholder Reference Number and PIN as set out on the Form of Proxy.

18 May at 1.30pm

You will be able to log into the meeting beginning at this time.



Access

Click **"JOIN MEETING NOW"**

Once the webpage above has loaded into your web browser, select **"Shareholder"** on the login screen and enter your Shareholder Reference Number and PIN.

If you are a third-party proxy, corporate representative or an invited guest, use the link on the email you will receive from Computershare prior to the meeting. Otherwise select **"Invitation"** on the login screen then enter your personalised invitation code from the email.

If you have trouble logging in, please follow the instructions on screen.

If you are a guest:

Select **"Guest"** on the login screen. As a guest you will be prompted to complete all relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions.



Navigation

When successfully authenticated, the home screen will be displayed. You can view company information, ask questions, and watch the webcast.

If viewing on a computer, the webcast will appear automatically once the meeting has started.



Voting

Once the voting has opened, the options will be on your screen.

To vote, simply select your voting direction from the options shown on screen.

Your vote has been cast when the check mark appears. To change your vote, select **"Change My Vote"**.



Messaging

Any eligible member attending the meeting remotely is permitted to partake in the discussion. Press the Q&A icon to submit your question.

Type your message into the box at the bottom of the screen and press the **"Send"** button.

Technical Issues

If you experience any technical issues either call our registrar on the telephone number provided on the site or once you have entered the meeting, raise your question using the Q&A/chat function. If you have technical issues prior to the start of the meeting you should contact our registrar on the shareholder helpline.