



(Incorporated and registered in England and Wales No. 10361298)

Notice of Annual General Meeting 2025

**FGS Global, The Adelphi, 1-11 John Adam Street, London WC2N 6HT
Thursday 22 May 2025 at 14:00 (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.

Chair's letter

Convatec Group Plc

(Incorporated and registered in England and Wales No. 10361298)

Registered address:

7th Floor, 20 Eastbourne Terrace
Paddington
London
W2 6LG
www.convatecgroup.com

11 March 2025

Dear Shareholder

Convatec Group Plc (the "Company") - 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 FGS Global, The Adelphi, 1-11 John Adam Street, London WC2N 6HT, with an electronic platform for online attendance as detailed below, on Thursday 22 May 2025 at 14:00 (UK time) (the "AGM" or the "Meeting").

This document contains:

- (a) this Chair's letter (including an explanation of business);
- (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 for the Directors and a key opportunity to engage with the Company's shareholders. We welcome your participation and have made arrangements for shareholders to ask questions before and during the Meeting. The general business of the Meeting is to pass the 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 1.822 cents per share paid on 4 October 2024. The Board of Directors of the Company ("Board") is now recommending a final dividend of 4.594 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 2024 (the "Directors' Remuneration Report"). 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 ("New Remuneration Policy") which is set out on pages 128 to 134 of the Annual Report and Accounts 2024. If approved, it is intended that the New Remuneration Policy will take effect from the end of the AGM and will replace the existing policy that was approved by shareholders in 2023. 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 2024, more detail of which is provided on pages 123 to 125 of the Annual Report and Accounts 2024 which can be found on our website at <https://www.convatecgroup.com/investors/reports-results-and-presentations>. The vote on the New Remuneration Policy is a binding one and Directors' remuneration payments or payments for loss of office must be made in accordance with the policy.

Re-election of Directors

As I set out in my Chair's Statement in the Annual Report and Accounts 2024, there were no changes to the Board in 2024.

Each Director of the Company will seek re-election as a Director at the AGM, in accordance with the UK Corporate Governance Code 2024. 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 support the delivery of the Company's strategy, to fulfil the Board's vision and respond to the challenges presented to it.

The Board has reviewed each individual's commitment of time to the Company in light of their other commitments and it has concluded that each Director has sufficient time to commit to their roles. The Board is pleased to recommend all Directors who are seeking re-election at the AGM in 2025, and their full biographies can be found in Appendix I 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: <http://meetnow.global/ConvatecAGM2025>. 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 14:00 (UK time) on Tuesday 20 May 2025.

Appointing a proxy will not prevent shareholders from attending and voting at the AGM if they 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 "**2025 AGM**". Please submit your question(s) by 14:00 (UK time) on Tuesday 20 May 2025.

If you have any queries regarding your shareholding or have any difficulty in voting, please contact the Company's 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 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 FGS Global, The Adelphi, 1-11 John Adam Street, London WC2N 6HT. The Meeting will be held as a hybrid meeting and information outlining how shareholders may join the Meeting electronically is detailed on page 17 of this Notice. The Meeting will commence at 14:00 (UK time) on Thursday 22 May 2025 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 2024, together with the Strategic report, Directors' report and the Independent Auditor's report on those accounts (the "**Annual Report and Accounts 2024**").
2. To receive and approve the Directors' Remuneration Report (other than the part containing the New Remuneration Policy) for the financial year ended 31 December 2024, as set out on pages 135 to 144 of the Annual Report and Accounts 2024.
3. To approve the New Remuneration Policy as set out on pages 128 to 134 of the Annual Report and Accounts 2024.
4. To declare a final dividend as recommended by the Directors of 4.594 cents per ordinary share for the year ended 31 December 2024 payable on 29 May 2025 to shareholders on the register at the close of business on 22 April 2025.
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 reappoint 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.
15. To authorise the Audit and Risk Committee, on behalf of the Board to determine the remuneration of the Company's auditor.
16. To approve the Convatec Group Omnibus Incentive Plan (the "**Omnibus Plan**"), the principal terms of which are summarised in Appendix IV to this Notice on pages 18 and 19, and a copy of the rules of which is produced to the meeting and initialled by the Chair for the purposes of identification, and the Directors to be generally authorised to:
 - a. do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the Omnibus Plan; and
 - b. establish appendices to the rules of the Omnibus Plan modified to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such appendices are treated as counting against any limits on individual or overall participation in the Omnibus Plan.

17. That the Company and all companies that are or become its subsidiaries (the "**Group**"), at any time up to the end 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) 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 £68,257,992 which represents approximately 33.3% of the Company's issued ordinary share capital (excluding treasury shares) as at 3 March 2025; and
 - b. comprising equity securities (as defined by section 560(1) of the Companies Act 2006) up to a maximum aggregate nominal amount of £136,515,984 which represents approximately 66.6% of the Company's issued ordinary share capital (excluding treasury shares) as at 3 March 2025 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, or any other matter.

This authority shall, unless renewed, varied or revoked by the Company in a general meeting, 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 (or rights to subscribe for or convert any security into shares to be granted) after the authority expires and the Directors of the Company may allot equity securities (or rights to subscribe for or convert any security into shares to be granted) 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 either pursuant to the authority given by Resolution 18 or by way of a sale of treasury shares, 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, or any other matter arising in connection with such offer;
- 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 £20,497,895; and
- c. when any allotment of equity securities is or has been made pursuant to paragraph b of this Resolution 19 (a "paragraph b allotment"), to the allotment of additional equity securities (also pursuant to the authority given under Resolution 18) up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph b allotment, provided that any allotment pursuant to this paragraph c of Resolution 19 is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of 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.

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.

20. That, subject to the passing of Resolution 18, the Directors of the Company be 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:

- a. 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 up to an aggregate nominal amount of £20,497,895, provided that the allotment is only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified 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; and
- b. when any allotment of equity securities is or has been made pursuant to paragraph a of this Resolution 20 (a "paragraph a allotment"), to allot equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph a allotment, provided that any allotment pursuant to this paragraph b of Resolution 20 is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of 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 in a general meeting, 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.

Notice of Annual General Meeting continued

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 204,978,956;
 - 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.

James Kerton

Company Secretary

Convatec Group Plc
7th Floor, 20 Eastbourne Terrace
Paddington
London, W2 6LG

11 March 2025

Explanatory notes

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 2024. 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 2024, as contained in the Annual Report and Accounts 2024. The Annual Report and Accounts 2024 is available at <https://www.convatecgroup.com/investors/reports-results-and-presentations>. A printed copy has been sent to those shareholders who have requested this.

Resolution 2 - Remuneration Report

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

Resolution 2 is to approve the Directors' Remuneration Report (other than the part containing the New Remuneration Policy) for the financial year ended 31 December 2024, as set out on pages 114 to 144 of the Annual Report and Accounts 2024. 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 150 to 156 of the Annual Report and Accounts 2024. 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 ("**New Remuneration Policy**") as set out on pages 128 to 134 of the Annual Report and Accounts 2024. As outlined in the Chair's letter and the letter from the Chair of the Remuneration Committee in the Annual Report and Accounts 2024, the Company engaged extensively with shareholders in the development of the New Remuneration Policy.

The New Remuneration Policy sets out the Company's policy on remuneration and potential payments to directors, including payments for loss of office, and, if approved, it is intended to take effect from the end of the AGM, replacing the policy approved by shareholders at the 2023 AGM. In accordance with the Companies Act 2006, the New Remuneration Policy must be approved by a binding shareholder vote (by means of a separate resolution) at least once every three years where the policy remains unchanged, or annually if it changes. The vote is binding in that once the New 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 a revised policy is approved by a resolution of the members of the Company. Unless requested earlier, approval of the remuneration policy will next be sought at the annual general meeting in 2028.

The Remuneration Committee, on behalf of the Board, reviewed the current remuneration policy for its continuing appropriateness in 2024 and early 2025 and believes that amendments to the policy last approved at the 2023 annual general meeting are necessary to allow the Company to operate pay in a way that drives retention of the Company's senior leadership, and provides market competitive reward contingent on delivery of robust business performance.

If, for any reason, the New 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 4.594 cents per ordinary share recommended by the Directors for the year ended 31 December 2024. An interim dividend of 1.822 cents per ordinary share was paid on 4 October 2024, bringing the total dividend for 2024 to 6.416 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 \$1.262/£1.00 determined on 25 February 2025. If shareholders approve the recommended final dividend, it will be paid on 29 May 2025 to all ordinary shareholders named on the register of members as at close of business on 22 April 2025.

Resolutions 5 to 13 - Re-election of Directors

Resolutions 5 to 13 relate to the re-election of Directors to the Board. In accordance with the recommendations of the UK Corporate Governance Code 2024 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 adviser, 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 that each Director 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. Details of the Board performance review is set out on pages 99 and 100 of the 2024 Annual Report.

The Board is satisfied that each of the 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. Their independence was determined by reference to the relevant provisions of the Code. The biographies of each of the Directors and their contributions and reasons for re-election are set out in Appendix I 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.

Explanatory notes continued

Resolutions 14 and 15 – Reappointment of Auditor and Auditor Remuneration

Resolutions 14 and 15 relate to the reappointment of the auditor and authority to determine their remuneration. The Company's auditor must be submitted for reappointment at each general meeting at which the Company's accounts are laid. Resolution 14 is proposed to approve the reappointment of Deloitte LLP, following the recommendation of the Audit and Risk Committee. An assessment of the effectiveness, independence and objectivity of the auditor has been undertaken by the Committee and details of the assessment can be found on page 112 of the 2024 Annual Report. Resolution 15 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 150 to 156 of the Annual Report and Accounts 2024.

Resolution 16 – Adoption of the Convatec Group Omnibus Incentive Plan

Resolution 16 will be proposed to approve the new Convatec Group Omnibus Incentive Plan (the “**Omnibus Plan**”).

The Company has for many years operated the Long-Term Incentive Plan 2016, the Share Plan 2016 and the Deferred Bonus Plan 2016 (collectively, the “**2016 Plans**”) to retain, incentivise and reward the Group's employees with awards over the Company's shares. These plans were approved by shareholders in 2016 and are due to expire in 2026. In line with the New Remuneration Policy (for which shareholder approval is sought at Resolution 3), it is proposed that the Omnibus Plan will replace the 2016 Plans and be used as part of the remuneration package for the Group's employees, including Executive Directors. The Omnibus Plan is intended to operate as an umbrella plan under which all forms of awards (including performance-based awards, service-based awards and deferred awards which are currently granted under three separate 2016 Plans) may be granted. The Omnibus Plan also represents minor changes to the 2016 Plans to reflect corporate governance and market practices.

If Resolution 16 is approved, no further grants will be made under the 2016 Plans. For the avoidance of doubt, any outstanding awards under the 2016 Plans will continue to subsist under their existing terms. The Omnibus Plan will be in effect for ten years and will terminate at the Company's annual general meeting in 2035 (unless further shareholder approval is obtained). A summary of the principal terms of set out in Appendix IV to this Notice on pages 18 and 19. A copy of the Omnibus Plan rules will be available for inspection as noted on page 12.

Resolution 17 – Donations to Political Parties

It is not the Group's policy to make political donations within the normal meaning of that expression and the Group has no intention of using this authority for the purpose of making donations to political parties. 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 16 May 2024, 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 £68,257,992, representing approximately one third of the Company's issued share capital on 15 March 2024, 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 £68,257,992 (representing approximately 33.3% of the nominal value of the Company's issued share capital, excluding shares held in treasury, on 3 March 2025, 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 £136,515,984, (representing approximately 66.6% of the Company's issued share capital, excluding shares held in treasury, on 3 March 2025, 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 (“**EBT**”) 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 3 March 2025, 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, contains a three-part waiver and 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: (i) allot shares in connection with a pre-emptive offer; (ii) otherwise to allot shares for cash up to an aggregate maximum nominal amount of £20,497,895 (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 3 March 2025, 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; and (iii) further allot shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under waiver (ii), such further allotment being limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under waiver (ii), with the follow-on offer being determined by the Directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. 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.

Resolution 20, which is proposed as a special resolution, is in addition to the waiver granted in Resolution 19 and contains a two-part waiver. Resolution 20, if passed, will authorise the Directors to: (i) allot equity securities or sell treasury shares for cash, pursuant to the authority to: (ii) allot granted by Resolution 19, 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 £20,497,895 (representing approximately 10% of the issued ordinary share capital of the Company, excluding shares held in treasury, on 3 March 2025, the latest practicable date prior to the publication of this document); and (ii) allot equity securities for cash for the purposes of a follow-on offer when an allotment of equity securities has been made under waiver (i), to be limited to the allotment of equity securities having an aggregate nominal value of up to 20% of the nominal value of any equity securities allotted under waiver (i).

The additional authority under waiver (i) 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 additional authority under waiver (ii) for such follow-on offer must be determined by the Directors to be a follow-on offer of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The Directors confirm that they will follow the shareholder protections in Part 2B and the expected features of a follow-on offer in paragraph 3 of Part 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 204,978,956 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 3 March 2025, 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.

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.

Explanatory notes continued

The Company operates an 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.

As at 3 March 2025 (being the latest practicable date prior to the publication of this document), 8,630,927 shares were held in the EBT.

In the period from 31 December 2024 to 3 March 2025, 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 as at 3 March 2025 was 30,099,315. The proportion of issued share capital, excluding shares held in treasury, that they represented at that time was 1.47% 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 1.84%.

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 2024 with which the Company would intend to comply. The Directors do not have any current intention to exercise this authority but consider it appropriate to ensure that the Company has the appropriate flexibility to respond to all eventualities. 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.

Important information

Entitlement to Attend and Vote

1. 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 20 May 2025 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 20 May 2025 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

2. 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.
3. Proxies may only be appointed by:
 - a) Completing and returning the Form of Proxy enclosed with this Notice to Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY;
 - b) Going to www.eproxyappointment.com/Login and following the instructions for electronic submission provided there; or
 - c) 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.
4. 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.
5. 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 this 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 this Notice to communicate with the Company for any purposes other than those expressly stated.

6. To be effective, the Form of Proxy must be completed in accordance with the instructions and received by the Company's Registrars by 14.00 (UK time) on Tuesday 20 May 2025.

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 14.00 (UK time) on Tuesday 20 May 2025. Please note, however, that proxy messages cannot be sent through CREST on weekends, public holidays or after 18:00 (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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or 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

7. 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 Company's Registrars. For further information regarding Proxymity, please go to www.proxymity.io. If using this service, a proxy must be lodged by 14:00 (UK time) on 20 May 2025 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.

Nominated Persons

8. 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.
9. The statement of the rights of shareholders in relation to the appointment of proxies in note (8) above does not apply to Nominated Persons. The rights described in that note can only be exercised by shareholders of the Company.

Important information continued

Corporate Representatives

10. 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

11. 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 23 April 2025, 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

12. 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.
13. All shareholders or their proxies will have the opportunity to submit questions during the AGM, in person, on the telephone or through the electronic platform chat function. The Chair may nominate a representative to answer a specific question after the Meeting or refer the questioner to the Company's website. Shareholders may also 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 "2025 AGM". Please submit your question(s) by 14.00 (UK time) on Tuesday 20 May 2025.

Website Publication of Audit Concerns

14. 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

15. Copies of the service agreements of the Executive Directors, the letters of appointment of the Chair and the Non-Executive Directors, the full text of the Convatec Group Omnibus Incentive Plan rules as contemplated by Resolution 16 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, 7th Floor, 20 Eastbourne Terrace, Paddington, London W2 6LG. Please send a request to cosec@convatec.com should you wish to arrange.
16. A copy of the Convatec Group Omnibus Incentive Plan rules will also be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of dispatch of this Notice.

Total Voting Rights

17. As at 3 March 2025 (being the last practicable date prior to the publication of this document), the Company's issued share capital comprised 2,049,789,559 ordinary shares (excluding treasury shares). The holders of ordinary shares are entitled to attend and vote at general meetings of the Company.
18. The total voting rights in the Company as at 3 March 2025, the latest practicable date prior to the publication of this document, were 2,049,789,559 (excluding treasury shares).

Information Available on Website

19. The following information is available, or will be available if applicable on the Company's website at www.convatecgroup.com:
- the matters set out in this Notice;
 - 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;
 - shareholders' right to include business to be dealt with at the AGM; and
 - shareholders' statements, resolutions and matters of business received by the Company, after Wednesday 23 April 2025.

Attending the AGM

20. 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 page 17 of this Notice, together with voting instructions.

Questions

21. All shareholders or their proxies will have the opportunity to submit questions during the Meeting, 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 Chair 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 submit a question concerning the business to be considered at the Meeting in advance of the Meeting by writing to cosec@convatec.com with the heading "2025 AGM". Please submit your question(s) by 14.00 (UK time) on Tuesday 20 May 2025.

Voting at the AGM

22. 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 Chair declaring the poll open. Further instructions and guidance on the voting procedures can be found on page 17 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.

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

23. 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: +44 (0)370 703 6219
 - in writing to: The Pavilions, Bridgwater Road, Bristol BS13 8AE.

Data Protection Statement

24. 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 (SRN) (attributed to you by the Company's Registrars). 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 Registrars) 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

Dr John McAdam CBE

Chair

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.
- Brings a wealth of experience to our Company, over 20 years' service as a Board Director in various roles such as a Senior Executive, Chair and as a Board member of a number of leading UK companies.
- Brings significant transformational leadership to the Board.

Karim Bitar

Chief Executive Officer

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 over 15 years with Eli Lilly, where from 2008, Karim was President of Europe, Australia and Canada.

Current external appointments

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

Contributions and reasons for re-election

- Extensive experience as Convatec's Chief Executive Officer since 2019, leading the transformation of the Company – delivering the sixth consecutive year of accelerated revenue growth and third successive year of increasing operating profit margin.
- Continued execution of Focus, Innovate, Simplify, Build and Execute (FISBE) strategy, achieving sustainable and profitable growth by strengthening Convatec's competitive position and the strongest innovation pipeline in the Company's history.
- Successful bolt on acquisitions and integrations to strengthen Convatec's chronic care category commercial position.
- Continued strengthening of senior leadership team, attracting new executive and senior leaders bringing new skills and capabilities.
- Chair of Convatec Executive Leadership Team (CELT) and led ESG Steering Committee since 2021, delivering continued strategic progress to responsible and sustainable business matters.

AR Audit and Risk Committee

N Nomination Committee

R Remuneration Committee

* Committee Chair

Jonny Mason

Chief Financial Officer

Date of appointment

March 2022

Independent

No

Committee memberships

None

Relevant skills and experience

- Seasoned CFO with an extensive track record in listed and international businesses.
- Previously CFO at Dixons Carphone PLC, now known as Currys Plc, from 2018 to 2021, CFO of Halfords PLC from 2015 to 2018, CFO of Scandi Standard AB, CFO at Odeon and UCI Cinemas and FD 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.
- Successful operating profit margin expansion for three consecutive years.
- Delivered first year of double-digit growth in adjusted EPS and ongoing strong cash conversion (free cash flow to equity).
- Continued execution of FISBE strategy, leading simplification and productivity improvements across the Company.

Margaret Ewing

Senior Independent Director

Date of appointment

August 2017

Independent

Yes

Committee memberships

AR* **N**

Relevant skills and experience

- Chartered Accountant with significant financial and executive 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 (now Reach PLC).

Current external appointments

Non-Executive Director, Chair of the Audit and Risk Committee and member of the Nomination Committee of ITV PLC. Non-Executive Director, member of the Audit and Compliance Committee and 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, ESG and risk management issues.
- Provided strong support to the Chair and the rest of the 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.

Brian May

Non-Executive Director

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. Prior to that, Brian 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 he was also chair of the Audit Committee.
- 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 Enterprises Inc., 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, as well as current relevant external non-executive roles.
- 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 and engaged with shareholders on the 2025 proposed New Remuneration Policy.

Professor Constantin Coussios FREng OBE

Non-Executive Director

Date of appointment

September 2020

Independent

Yes

Committee memberships



Relevant skills and experience:

- Internationally recognised key opinion leader, awarded an OBE for Services to Biomedical Engineering with a track record of translating research into commercial technologies.
- Significant experience in drug delivery devices and technologies, including previously leading the Oxford Centre for Drug Delivery Devices, a cross-disciplinary centre working across pharmaceutical and medical device companies and the NHS.
- Significant experience in antimicrobial technologies and advanced wound care, including as co-investigator of a national programme on antibacterial technologies beyond antibiotics.

Current external appointments

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

Contributions and reasons for re-election

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

Heather Mason

Non-Executive Director

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 Heather 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 Assertio Therapeutics, Inc., Chair of SCA Pharmaceuticals, LLC. Non-Executive Director of Immatix, Inc. Non-Executive Director of Pendulum Therapeutics, Inc.

Contributions and reasons for re-election

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

Kim Lody

Non-Executive Director

Date of appointment

February 2022

Independent

Yes

Committee memberships



Relevant skills and experience

- Extensive healthcare, reimbursement, and MedTech experience specialising in commercial strategy, product innovation, branding, business development, and growth.
- Leadership experience as President and CEO of NYSE listed Sonida Senior Living Corporation (retired), President of GN Hearing North America, President of Resound US, President of Coloplast Chronic Care US, Chief Operating Officer of Senior Home Care, and Executive Vice President and Chief Marketing Officer of Gentiva Health Services.

Current external appointments

Non-Executive Director and Chair of the Talent & Compensation Committee of Ball Ventures; Non-Executive Director and member of the Audit Committee of Mozarc Medical and Non-Executive Director and Treasurer of Geauga Hunger Task Force.

Contributions and reasons for election

- Extensive healthcare, reimbursement and MedTech experience and a background in international and multi-cultural environments.
- Non-executive director experience serving on listed and unlisted companies.

Appendix I: Directors' biographies continued

Sharon O'Keefe

Non-Executive Director

Date of appointment

March 2022

Independent

Yes

Committee memberships



Relevant skills and experience:

- Extensive healthcare and executive experience, with focus on driving quality, efficiency and innovation.
- Previously President and Chief Operating Officer of UChicago Medicine, 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 Inc.

Contributions and reasons for re-election

- Extensive healthcare and executive experience, with focus on driving quality, efficiency and innovation.
- Led successful programme of workforce engagement, including employee focus groups, in her capacity as designated Workforce Liaison Champion.

Appendix II: Additional disclosures

Substantial Shareholdings

Further to the disclosure of major shareholders on page 146 of the Annual Report and Accounts 2024, no further shareholder interests have been disclosed to the Company, pursuant to the Disclosure and Transparency Rules, during the period between 21 February 2025, being the latest practicable date before publication of the Annual Report and Accounts 2024, and 3 March 2025, being the latest practicable date prior to the publication of this document.

Appendix III: Online user guide

Electronic Meeting

For the 2025 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, <http://meetnow.global/ConvatecAGM2025>

Accessing the AGM Website

The AGM can be accessed online using a compatible browser using the latest version of Chrome, Firefox, Edge or Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. Please note that Internet Explorer is not supported. If you wish to access the AGM using this method, please go to <http://meetnow.global/ConvatecAGM2025> on the day. **It is highly recommended that you check your system capabilities in advance of the meeting day.**

Logging In

On accessing the AGM website, you will 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 13.00 (UK time) on 22 May 2025; 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 proceedings 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. 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 either by teleconference or through the chat box.

To be able to speak or ask a question verbally at the meeting, you must log into the meeting where the telephone number and Access Code will be available.

You may also submit a question online by selecting the messaging icon. If selecting the messaging icon, type your message within the chat box at the bottom of the messaging screen. 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, 5G).

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 Registrars before 10:00 (UK time) on 20 May 2025 on +44 (0)370 703 6219 for your SRN and PIN. Lines are open 8:30 to 17:30 (UK time) Monday to Friday (excluding public holidays in England and Wales).

Appendix IV: The Convatec Group Omnibus Incentive Plan¹

General

The Convatec Group Omnibus Incentive Plan (the “**Omnibus Plan**”) was adopted by the Board on 25 February 2025, subject to shareholder approval to take effect following the AGM on Thursday 22 May 2025. The Omnibus Plan provides for the grant of awards over the Company’s shares (“**Awards**”).

The Omnibus Plan is intended to replace the Long-Term Incentive Plan 2016, the Share Plan 2016 and the Deferred Bonus Plan 2016 (collectively, the “**2016 Plans**”) which are due to expire in 2026, and to operate as an umbrella plan under which all forms of awards (including performance-based awards, service-based awards and deferred awards which are currently granted under three separate 2016 Plans) may be granted. If the Omnibus Plan is approved, no further grants will be made under the 2016 Plans. For the avoidance of doubt, any outstanding awards under the 2016 Plans will continue to subsist under their existing terms. The Omnibus Plan will be in effect for ten years, and will terminate at the Company’s AGM in 2035 (unless further shareholder approval is obtained).

Form of Awards

Awards under the Omnibus Plan may take the form of, or any combination of: (a) an option to acquire the Company’s shares at a nil/nominal or market value exercise price (an “**Option**”); (b) a conditional right to receive Company shares (a “**Conditional Award**”); (c) an award of restricted Company shares (“**Restricted Shares**”); (d) a stock appreciation right (a “**SAR**”); or (e) a right to receive a cash payment calculated by reference to the market value of the Company’s shares (a “**Phantom Award**”), at the discretion of the Remuneration Committee.

Eligibility

All employees of the Group (including Executive Directors) will be eligible to participate in the Omnibus Plan at the discretion of the Remuneration Committee.

The terms of Awards granted to Executive Directors will be consistent with the Company’s directors’ remuneration policy as approved by shareholders from time to time.

Grant of Awards

Any Awards will normally be granted on any date which falls within the period of 42 days starting on:

- a) the date the Omnibus Plan is approved by shareholders in general meeting;
- b) the announcement of the Company’s results for any period (including any trading update);
- c) any day on which the Remuneration Committee resolves that circumstances exist which justify the grant of Awards outside the periods referred to in (a) and (b) above; or
- d) the day following the lifting of any applicable dealing restrictions which prevented the grant of the Award during the periods referred to in (a) or (b) above.

Awards may be granted on terms that vesting is conditional upon continued employment and may also be conditional upon the achievement of any performance conditions or other conditions.

Vesting of Awards

Awards will be subject to continued employment. The vesting of Awards may also be subject to the satisfaction of any applicable performance conditions or other conditions.

The Remuneration Committee will set the vesting date or dates for Awards when they are granted. Vesting of Awards may also be conditional upon: (a) participants having complied with all regulatory and legal requirements applicable to them or in connection with the Award granted; (b) participants having provided any relevant information and made relevant elections or obtained any necessary dealing consents as reasonably requested by the Company; and (c) participants accepting all relevant terms of the Award, including, for example, provisions relating to malus and clawback.

Subject to any arrangements to give effect to a holding period, once a participant’s Award has vested or, in the case of an Option, been exercised, the relevant number of Company shares (or a relevant amount of cash in the case of Phantom Awards) will be transferred or issued to the participant or their nominee. Awards granted in the form of Restricted Shares will be released from the risk of forfeiture on vesting.

All shares granted under the Omnibus Plan will carry the same rights as other shares of the Company (except that they will not rank for any rights attaching to shares by reference to a record date preceding the vesting date).

Holding period

The Remuneration Committee has discretion to impose a post-vesting holding period (“**Holding Period**”) of such length as it determines in respect of vested shares or unexercised Awards. The Remuneration Committee may determine that the Holding Period shall cease to apply to all or some of the shares or Awards subject to it, in its discretion. During the Holding Period, a participant must retain and may not transfer, assign, sell, pledge or otherwise dispose of the shares or Awards which are subject to the Holding Period (other than to satisfy any tax liabilities in connection with the Award).

Where a Holding Period applies, the Remuneration Committee may impose such requirements as it considers necessary or desirable to ensure compliance with the Holding Period, including requiring a nominee or trustee to hold the relevant shares for the participant.

Dividend equivalents

At any time prior to vesting of an Award, the Remuneration Committee may in its discretion determine that an Award should include a right to an amount which is equal in value to the aggregate dividends that would have been paid on the shares (“**Dividend Equivalents**”). The Remuneration Committee has complete discretion to determine the basis on which the value of the Dividend Equivalents is calculated and may set different methods for Awards granted in different years or to different Participants at the same time, including whether to calculate by reference to the vesting period, performance period or any other period. Dividend Equivalents may be satisfied in shares or cash.

1. NTD: Subject to finalisation of the rules.

Leavers

If a participant leaves employment with a member of the Group prior to the vesting date of an Award, their Award will lapse on the date of cessation.

If a participant dies or leaves employment prior to the vesting date by reason of their serious injury, disability, ill-health, the sale of the business or company in which the participant is employed out of the Group or for any other reason in the Remuneration Committee's discretion, Awards shall continue and will vest (subject to the achievement of any performance conditions) on the original vesting date or on such other earlier date as the Remuneration Committee determines. The number of shares under an Award will ordinarily be reduced to reflect the proportion of the vesting period that has elapsed at the date the participant leaves. The Remuneration Committee may determine that Awards shall not be subject to time pro-rating or that Awards will be reduced on some other basis.

Change of control

If there is a change of control of the Company, Awards may vest early. The number of shares in respect of which an Award will vest will generally be determined by the Remuneration Committee by reference to the extent to which applicable performance or other conditions have been met and the number of shares under the Awards will ordinarily be reduced to reflect the proportion of the vesting period that has elapsed at the date of the change of control. The Remuneration Committee may, if it considers it to be appropriate, determine that Awards shall not be subject to time pro-rating or that they shall be reduced on some other basis. The Remuneration Committee may determine at any time before an Award vests that some or all of the shares under an Award shall or may be exchanged for shares in the acquiring company on such terms as the Remuneration Committee shall agree with that company.

Grant limits

The maximum value of any Award that may be granted to a participant will not exceed the maximum value that may be granted to any Executive Director in accordance with the Company's New Remuneration Policy.

No Award may normally be granted to the extent that the result of that grant would be that the aggregate number of shares which could be issued on the realisation of that Award and awards or options granted or realised during the preceding ten years under any discretionary share plans or any other employees' share scheme established by the Company would exceed 10% of the ordinary share capital of the Company for the time being in issue.

Treasury shares will be treated for this purpose as if they were issued shares and will count towards the above limits for as long as UK institutional shareholder guidance recommends such treatment.

Transactions affecting the value of Awards

If the Remuneration Committee becomes aware that the Company is or is expected to be affected by a demerger, super-dividend or any other transaction which, in the opinion of the Remuneration Committee, would affect the current or future value of any Awards, the Remuneration Committee may adjust the price payable by a participant on vesting (or exercise price), the description of shares and the number of shares in respect of which an Award will vest.

Malus and clawback

Awards are subject to the Company's malus and clawback principles in place from time to time. Currently, the Company can exercise its discretion to apply malus and clawback to Awards if any of the following occur: (i) a material financial misstatement of the Company's audited financial accounts; (ii) the negligence or gross misconduct of a participant; or (iii) fraud effected by or with the knowledge of a Participant.

Amendments

The Remuneration Committee may amend the rules of the Omnibus Plan at any time, provided that the provisions governing (i) the definition of "Employee"; (ii) the limitations on the number of shares subject to the Omnibus Plan; (iii) the maximum entitlement of a participant under the Omnibus Plan; (iv) the basis for determining a participant's entitlement to shares under the Omnibus Plan; (v) the terms of the shares to be provided under the Omnibus Plan; and (vi) the adjustment provisions of the Omnibus Plan, cannot be altered to the advantage of eligible employees or participants without the prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the Omnibus Plan, to take account of a change in legislation or developments in the law affecting the Omnibus Plan or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the Omnibus Plan or for any member of the Group).

Additional appendices to the rules of the Omnibus Plan can be adopted for the purposes of granting awards to employees who are or may become primarily liable to tax outside the United Kingdom on their remuneration. These appendices may vary the rules of the Omnibus Plan to take account of any tax, exchange control, securities laws or other regulations.

Benefits not pensionable

Awards granted under the Omnibus Plan are not pensionable.

