

FRESENIUS KABI ONCOLOGY PLC

(Incorporated in England and Wales with Registered Number 03681716)

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of **Fresenius Kabi Oncology PLC** will be held at Oberursel, Germany on 23rd May 2019 at 14:25 CET to transact the following business:

ORDINARY RESOLUTIONS

- 1 To receive and adopt the Director's Report, the Audited Statement of Accounts and Auditors' Report for the year ended 31 December 2018.
- 2 To re-appoint the auditors, KPMG LLP, as auditors of the Company for the ensuing year, and to authorise the directors to fix their remuneration.
- 3 That the Directors be and they are hereby generally and unconditionally authorised in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 551 of the Companies Act 2006 (the "Act")) pursuant to an offer or agreement made by the Company before the date this resolution is passed) to exercise all of the powers of the Company to allot relevant securities pursuant to section 551 of the Act up to an aggregate nominal amount of 45 million GBP provided that this authority shall expire on the earlier of the conclusion of the next following Annual General Meeting of the Company or 30 June 2020 unless and to the extent that such authority is renewed or extended prior to such date so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is without prejudice to the continuing authority of the Directors to allot relevant securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made.

SPECIAL RESOLUTIONS

- 4 That, subject to and conditional upon the passing of resolution 3 set out in the notice of this meeting, the directors be generally empowered pursuant to sections 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by the said resolution 3 as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - i. the allotment of equity securities in connection with an issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of ordinary shareholders on the register on a date fixed by the directors in proportion (as nearly as may be practicable) to the

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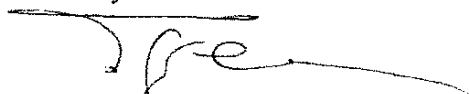
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respective numbers of ordinary shares held by them on that date, but subject to such exclusions and/or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or any legal, regulatory or practical difficulties under the laws of any territory, or the requirements of any regulatory body or stock exchange, or as regards shares in uncertificated form; and

- ii. the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities having an aggregate nominal amount not exceeding 45 MILLION GBP, and this power shall expire at the conclusion of the next Annual General Meeting of the Company or (if earlier) 30 June 2020, unless previously revoked, varied or renewed, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

23rd May 2019

By Order of the Board



Tanja Greve
Director

Registered Office:

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United Kingdom GU35 0NF