

CHARTER OF THE REMUNERATION COMMITTEE

1. Status

1.1. The Remuneration Committee ("the Committee") is a committee of the board of directors of Zealand Pharma A/S, CVR no. 20 04 50 78 ("the Company") established in accordance with the Danish Corporate Governance Recommendations and the rules of procedure of the board of directors.

2. Purpose

2.1. The purpose of the Committee is to:

- recommend the Company's remuneration policy to the board of directors and the executive management for approval by the board of directors prior to approval by the general meeting,
- make proposals to the board of directors on remuneration for members of the board of directors and the executive management, as well as ensure that the remuneration is in compliance with the Company's remuneration policy and the assessment of the performance of the persons concerned, and to
- recommend a remuneration policy applicable to other employees and for the Company in general.

3. Members of the committee

3.1. The Committee shall consist of a chairman and at least two additional board members appointed by the board of directors. Members of the Committee are elected for a one year term by and among the members of the board of directors. Election usually takes place at the board meeting following the annual general meeting. Any member of the Committee can be removed by the board of directors at any time. The members of the Company's executive management have an obligation to participate in the Committee's meetings if so requested by the Committee.

4. Responsibilities

4.1. The primary function of the Committee is to assist the board of directors by making recommendations and proposals as described above. In connection therewith, the role of the Committee is to:

- (i) Prepare and present decision proposals to the board of directors on the framework for the remuneration packages of the executive management of the Company, including but not limited to salary, salary increases, pension rights and any compensation or terminations payments, ensuring that the contractual terms are fair to the individual and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognized.
- (ii) Prepare and present decision proposals to the board of directors on remuneration matters of material importance to the Company, including incentive programs and payments for the executive management of the Company. The decision proposals for the remuneration of



the executive management including any incentive program shall be in accordance with and not exceed comparable market practice levels at any given time.

- (iii) Prepare and present decision proposals to the board of directors on the targets (bonus levels and performance targets) for Company-operated performance-related incentive programs for executive managers of the Company as well as monitor and evaluate the fulfillment of such targets.
- (iv) Oversee the implementation of any pension, retirement, death or disability or life assurance scheme and any incentive schemes for executive managers of the Company.
- (v) Review and consider the proposals from the Company's Nomination Committee on remuneration for members of the Company's board of directors and executive management.

5. Meetings

- 5.1. The Committee shall meet as often as its roles and responsibilities reasonably require, but shall not have less than two (2) meetings per financial year. The Committee forms a quorum when two or more of its members are present. Resolutions are passed by simple majority. The chairman of the Committee shall have a casting vote, if equality of votes occurs.

6. Remuneration

- 6.1. The Committee may be provided with remuneration as determined by the annual general meeting, if applicable.

7. Reporting to the board of directors

- 7.1. The Committee shall inform the board of directors of discussions and present recommendations and proposals to the board of directors. Minutes of meetings of the Committee shall as soon as possible – and after approval of its members – be circulated to the board of directors.

8. Resignation

- 1.1 Notice of a resignation of a member of the Committee shall be given to the chairman, and the chairman shall inform the board of directors hereof and arrange for announcement and deregistration of the resigning committee member.
- 1.2 If a member resigns from the Committee before the expiration of the period for which she/he has been appointed, the board of directors shall arrange for a new board member to be appointed. If there is still a quorum of the Committee, the appointment may be postponed until the subsequent annual general meeting.

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Approved at a meeting of the Company's board of directors held on **02 June 2020**.