

REMUNERATION COMMITTEE CHARTER

ZEALAND PHARMA A/S

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1 ESTABLISHMENT AND PURPOSE

- 1.1 This charter of the remuneration committee (the "**Remuneration Committee Charter**") has been prepared and adopted by the board of directors (the "**Board of Directors**") of Zealand Pharma A/S (the "**Company**") to set out the preparatory tasks allocated with the remuneration committee of the Company (the "**Remuneration Committee**") being a committee established by the Board of Directors in accordance with the Danish Corporate Governance Recommendations and the rules of procedure of the Board of Directors
- 1.2 The Remuneration Committee is under the supervision of the Board of Directors and is established with the intention to prepare for decision to be taken by the Board of Directors.
- 1.3 The Remuneration Committee is under the supervision of the Board of Directors and is established with the intention of assisting the Board of Directors on matters related to remuneration of the members of the Board of Directors and the Company's executive management (the "**Executive Management**").
- 1.4 The purpose of the Remuneration Committee is to assist the Board of Directors on matters related to the Company's Remuneration Policy and remuneration reports and the individual remuneration for members of the Board of Directors and the Executive Management.

2 MEMBERS OF THE REMUNERATION COMMITTEE

- 2.1 The Remuneration Committee consists of no less than three members elected for a one-year term by and among the members of the Board of Directors. Re-election may take place. Usually, election of members of the Remuneration Committee takes place at the meeting of the Board of Directors held after the annual general meeting.
- 2.2 A chair of the Remuneration Committee will be appointed by the Board of Directors from among the members of the Remuneration Committee, who is deemed to have special expertise and experience within matters and practices of remuneration. Any member of the Remuneration Committee can be removed by the Board of Directors at any time.
- 2.3 The majority of the members of the Remuneration Committee must be independent unless the Board of Directors decides otherwise. The Board of Directors will decide whether a member of the Remuneration Committee is independent or not in accordance with the principles from the Danish Corporate Governance Recommendations.
- 2.4 Any member of the Remuneration Committee who resigns or is removed from the Board of Directors, shall be removed from the Remuneration Committee. If a member is removed from the Remuneration Committee during a term of office, a new member will be appointed at the next meeting of the Board of Directors.
- 2.5 The members of the Executive Management and the members of the Board of Directors, who are not also a member of the Remuneration Committee, have an obligation to participate in the Remuneration Committee's meetings, if so requested by the Remuneration Committee.

3 RESPONSIBILITIES

- 3.1 The Remuneration Committee is responsible for, *inter alia*, the matters set out below. All decisions will be made by the Board of Directors except as expressly stated in this Remuneration Committee Charter.
 - Annually review and argue the Company's Remuneration Policy and, if and when relevant, propose amendments to the Remuneration Policy for approval by the Board of Directors and assist with preparation of an amended Remuneration Policy for approval by the Company's general meeting.

- Annually make proposals to the Board of Directors on the remuneration for members of the Board of Directors, the Executive Management and key employees and ensure that the remuneration is fair to the individual and the Company, in line with comparable market practice. With regard to the members of the Board of Directors and the Executive Management, the Remuneration Committee shall ensure that the remuneration proposed is in compliance with the Company's Remuneration Policy.
- 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 the Executive Management and key employees as well as monitor and evaluate the fulfillment of such targets.
- Oversee the implementation of any pension, retirement, death or disability or life assurance scheme and any incentive schemes for the Executive Management and key employees.
- Annually, and prior to the approval of the annual report, assist with preparing the remuneration report for approval by the Board of Directors and ensure the remuneration report is presented to the general meeting each year for an advisory vote. The Remuneration Committee shall oversee that the information provided in the annual report and the remuneration report concerning the remuneration of the Board of Directors and the Executive Management is accurate and sufficient.

4 MEETINGS

- 4.1 The Remuneration Committee shall meet as often as deemed appropriate but shall have no less than two meetings per year in accordance with the remuneration committee wheel (the "**Remuneration Committee Wheel**").
- 4.2 The chair of the Remuneration Committee must convene a meeting, when it is deemed necessary in the opinion of the chair, or upon request from a member of the Remuneration Committee or a member of the Executive Management.
- 4.3 The chair must convene meetings at not less than seven days' written notice to all members of the Remuneration Committee, and such notice shall include an agenda for the meeting in question, including, to the extent possible, any written material related to the individual agenda items.
- 4.4 Under special circumstances, the notice may be given orally and with less than seven days' notice or a committee resolution may be passed over the phone, by video conference or in writing. In such cases, the proposed resolution shall be forwarded to the members of the Remuneration Committee, and the chair shall subsequently seek to obtain a written, oral or electronically transferred statement from all members of the Remuneration Committee and arrange for the recording of the resolution in the minute book.
- 4.5 The Remuneration Committee forms a quorum when at least two of its members are present.
- 4.6 Resolutions are passed by simple majority. In case of equality of votes, the chair of the Remuneration Committee shall have a casting vote.
- 4.7 The chair of the Remuneration Committee shall ensure that discussions and resolutions passed are recorded in the meeting minutes. The chair of the Remuneration Committee may appoint a special assistant from the Company to assist with record in the meeting minutes and additional matters such as the agenda, preparing, and distributing materials and providing general technical assistance for the efficient running of meetings.
- 4.8 Members of the Board of Directors and the Executive Management, relevant employees and external parties (e.g. advisors) may participate in the meetings of the Remuneration Committee upon invitation of the chair of the Remuneration Committee. Members of the Executive Management and relevant employees shall attend the meeting if so requested.

4.9 The work of the Remuneration Committee is subject to the same confidentiality as the work of the Board of Directors.

5 EVALUATION

5.1 The members of the Remuneration Committee shall be subject to an annual evaluation by a self-assessment of performance. The results of the evaluation must be reported to the Board of Directors in connection with the annual evaluation of the Board of Directors.

6 AUTHORISATION

6.1 The Remuneration Committee shall be fully authorised to investigate any matter that falls within the scope of this Remuneration Committee Charter and have access to review any of the Company's records, files or documents and to interview any employee of the Company, including the Executive Management. The Remuneration Committee must be informed about the total remuneration that each member of the Board of Directors, the Executive Management and the key employees receive from all companies within the group.

6.2 The Remuneration Committee is authorised to engage external consultants to advise and assist the Remuneration Committee in performing its tasks and duties.

7 REMUNERATION

7.1 The members of the Remuneration Committee are remunerated in accordance with the Company's Remuneration Policy.

8 REPORTING TO THE BOARD OF DIRECTORS

8.1 The Remuneration Committee shall inform the Board of Directors of discussions and present recommendations to the Board of Directors as soon as possible after each meeting of the Remuneration Committee.

8.2 Minutes of meetings, including the recommendations, of the Remuneration Committee shall as soon as possible, and after approval of the members of the Remuneration Committee, be sent to the Board of Directors.

8.3 The Remuneration Committee must on a regular basis keep the Board of Directors informed of matters which the Remuneration Committee deems relevant for the Board of Directors.

9 REVIEW AND AMENDMENT

9.1 The Remuneration Committee must at least annually review the adequacy of this Remuneration Committee Charter and, if applicable, prepare and recommend amendments to be approved by the Board of Directors.

9.2 The Remuneration Committee must annually review and, if required, prepare amendments to the Remuneration Committee Wheel.

10 PUBLICATION

10.1 This Remuneration Committee Charter will be published on the Company's website along with the names of the members of the Remuneration Committee and the chair of the Remuneration Committee.