

SCIENTIFIC COMMITTEE CHARTER

ZEALAND PHARMA A/S

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1 ESTABLISHMENT AND PURPOSE

- 1.1 This charter of the scientific committee (the "**Scientific 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 scientific committee of the Company (the "**Scientific 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 Scientific 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 Scientific Committee is under the supervision of the Board of Directors and is established with the intention of optimising the use of scientific competencies in the Board of Directors.
- 1.4 The purpose of the Scientific Committee is to assist the Board of Directors on matters related to the Company's R&D strategy and risk related hereto and to leverage the scientific expertise of the Board of Directors and provide technical assistance to the Board on R&D related issues.

2 MEMBERS OF THE SCIENTIFIC COMMITTEE

- 2.1 The Scientific Committee consists of up to 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 Scientific Committee takes place at the meeting of the Board of Directors held after the annual general meeting.
- 2.2 A chair of the Scientific Committee will be appointed by the Board of Directors from among the members of the Scientific Committee, who is deemed to have special scientific expertise and experience. Any member of the Scientific Committee can be removed by the Board of Directors at any time.
- 2.3 The majority of the members of the Scientific Committee must be independent unless the Board of Directors decides otherwise. The Board of Directors will decide whether a member of the Scientific Committee is independent or not in accordance with the principles from the Danish Corporate Governance Recommendations.
- 2.4 The members of the Scientific Committee must have scientific, clinical and or drug development experience to provide oversight to the Company's R&D strategy.
- 2.5 Any member of the Scientific Committee who resigns or is removed from the Board of Directors shall be removed from the Scientific Committee. If a member is removed from the Scientific Committee during a term of office, a new member will be appointed at the next meeting of the Board of Directors.
- 2.6 The members of the Company's executive management (the "**Executive Management**") and the members of the Board of Directors, who are not also a member of the Scientific Committee, have an obligation to participate in the Scientific Committee's meetings, if so requested by the Scientific Committee.

3 RESPONSIBILITIES

- 3.1 The Scientific Committee is responsible for supporting the Company's R&D strategy by way of, *inter alia*, challenging the plans for preclinical and clinical projects, providing input to the creation and execution of the R&D strategy and performing other technical and scientific issues that are delegated by the Board of Directors. All decisions will be made by the Board of Directors except as expressly stated in this Scientific Committee Charter.

4 MEETINGS

- 4.1 The Scientific Committee shall meet as often as deemed appropriate but shall have no less than two meetings per year in accordance with the scientific committee wheel (the "**Scientific Committee Wheel**").
- 4.2 The chair of the Scientific Committee must convene a meeting when it is deemed necessary in the opinion of the chair, or upon request from a member of the Scientific Committee, the Company's Head of Research & Development or any relevant 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 Scientific 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 eight 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 Scientific Committee, and the chair shall subsequently seek to obtain a written, oral or electronically transferred statement from all members of the Scientific Committee and arrange for the recording of the resolution in the minute book.
- 4.5 The Committee forms a quorum when at least two of its members are present.
- 4.6 No formal voting will be undertaken by the Scientific Committee.
- 4.7 The chair of the Scientific Committee shall ensure that discussions and resolutions passed are recorded in the meeting minutes. The chair of the Scientific 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, the Company's Head of Research & Development, relevant employees and external parties (e.g. advisors) may participate in the meetings of the Scientific Committee upon invitation of the chair of the Scientific Committee. Members of the Executive Management, the Company's Head of Research & Development and relevant employees shall attend the meeting if so requested.
- 4.9 The work of the Scientific Committee is subject to the same confidentiality as the work of the Board of Directors.

5 EVALUATION

- 5.1 The members of the Scientific Committee shall be subject to an annual evaluation by a self-assessment of performance based on consultation with and input from the Company's Head of Research & Development. 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 Scientific Committee shall be fully authorised to investigate any matter that falls within the scope of this Scientific Committee Charter and have access to review any of the Company's records, files or documents and to meet and discuss with any employee of the Company, including the Executive Management.
- 6.2 The Scientific Committee is authorised to engage external consultants to advise and assist the Scientific Committee in performing its tasks and duties.

7 REMUNERATION

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

8 REPORTING TO THE BOARD OF DIRECTORS

- 8.1 The Scientific Committee shall provide summary of the discussions of the Scientific Committee meetings to the next available meeting of the Board of Directors.
- 8.2 Minutes of meetings of the Scientific Committee shall as soon as practical, and after approval of the members of the Scientific Committee, be sent to the Board of Directors.

9 REVIEW AND AMENDMENT

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

10 PUBLICATION

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

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Approved at a meeting of the Board of Directors held on 7. September 2023.