

Nomination Committee Charter

Orphazyme A/S

Nomination Committee Charter

1 Establishment and purpose

- 1.1 Pursuant to the Rules of Procedure of the Board of Directors of Orphazyme A/S, CVR no. 32 26 63 55 (the "Company"), the Board of Directors has resolved to establish a nomination committee (the "Nomination Committee").
- 1.2 The overall purpose of the Nomination Committee shall be to assist the Board of Directors with ensuring that appropriate plans and processes are in place for nomination of candidates to the Board of Directors and the board committees.
- 1.3 The Nomination Committee shall evaluate the composition of the Board of Directors. This includes making recommendations for nomination or appointment of members of (a) the Board of Directors and (b) the board committees established by the Board of Directors.

2 Members

- 2.1 The Nomination Committee shall consist of no less than three members. The members of the Nomination Committee shall be appointed by and among the members of the Board of Directors.
- 2.2 A member of the Nomination Committee shall be designated by the Board of Directors as Chairman of the Nomination Committee.
- 2.3 A majority of the members of the Nomination Committee shall be independent.
- 2.4 The members of the Nomination Committee shall be appointed for a one-year term. The Board of Directors can at any time and without notice decide to change the composition of the Nomination Committee.

3 Assignments

- 3.1 Evaluation and independence
 - 3.1.1 The overall assignments of the Nomination Committee in respect of evaluation and independence are to:
 - a. assist the Chairman of the Board of Directors with the annual evaluation of the effectiveness, achievements and competencies of the Board of Directors; and
 - b. annually review developments in respect of independence criteria for the Board of Directors and review the composition of the Board of Directors in relation to independence.
- 3.2 Recommendations for nomination and appointment
 - 3.2.1 The overall assignments of the Nomination Committee in respect of the recommendations for nomination and appointment are to:
 - a. ensure a formal, thorough and transparent process for selection and nomination of candidates to the Board of Directors taking into consideration the needs for changes and diversity in relation to national background, international experience, gender, age, etc. and that it is recommended that at least half of the members of Board of Directors

elected by the general meeting shall be independent as defined in the Danish Recommendations on Corporate Governance (as amended from time to time);

- b. review and recommend to the Board of Directors the target figures and policy for the gender composition of the Board of Directors and other managerial positions;
- c. consider proposals for candidates to the Board of Directors submitted by relevant persons, including shareholders and members of the Board of Directors;
- d. recommend to the Board of Directors candidates and any changes to the Board of Directors, which shall include a review and assessment of potential candidates for the Board of Directors, including their qualifications, experience and other competences as well as any possible conflicts of interests such candidates may have;
- e. ensure that recommendations for the nomination and/or replacement of members of the Board of Directors shall be prepared on the basis of the qualifications and competences deemed to be required by the Nomination Committee;
- f. ensure that recommendations for the nomination and/or replacement of members of the Board of Directors shall be prepared in accordance with the target figures and policy for the gender composition of the Board of Directors as set out by the Board of Directors;
- g. prepare descriptions of nominated candidates' qualifications, including information on other executive functions (e.g. memberships of management boards, boards of directors, supervisory boards, board committees etc.) in Danish and foreign companies as well as any demanding positions and tasks in organizations;
- h. in charge of talent mapping and succession planning with regard to Executive Management; and
- i. annually make suggestions for appointment of members to the committees established by the Board of Directors.

4 Meetings

- 4.1 Meetings shall be held when deemed necessary by the Chairman of the Nomination Committee, subject to a minimum of one meeting a year.
- 4.2 The Executive Management and a member of the Nomination Committee may request a meeting of the Nomination Committee to be held.
- 4.3 The Chairman of the Nomination Committee shall convene the meetings with not less than eight calendar days' notice and determine the agenda which shall be sent to the members in advance of each meeting.
- 4.4 Minutes of meetings of the Nomination Committee shall be prepared for each meeting and section 3.8 of the Rules of Procedure of the Board of Directors shall apply equally to such minutes. When the minutes have been approved, copies of the minutes shall be forwarded to the members of the Board of Directors.
- 4.5 The work of the Nomination Committee is subject to the same confidentiality as the work of the Board of Directors.

4.6 Members of the Board of Directors, the Executive Management, relevant employees and external parties (e.g. advisers) may participate in the meetings of the Nomination Committee upon invitation.

4.7 The Executive Management shall attend meetings of the Nomination Committee if requested.

5 Resolutions at the Nomination Committee

5.1 Resolutions are passed by simple majority. In the event of equal votes, the Chairman of the Nomination Committee shall have a casting vote.

6 Authorization

6.1 The Nomination Committee shall report and make recommendations to the Board of Directors.

6.2 The Nomination Committee is authorized to examine all matters within the scope of its Charter.

6.3 The Nomination Committee may retain separate advisers. The fee to such advisers shall be paid by the Company. The Board of Directors has obtained a budget for external advisers.

7 Review of Charter

7.1 The Nomination Committee shall review this Nomination Committee Charter once every year. Amendments shall be approved by the Board of Directors.

Amended on January 22, 2021.