



Corporate governance statement

Orphazyme A/S, CVR no. 32 26 63 55

1 Orphazyme A/S – Statement on Corporate Governance

This corporate governance statement for Orphazyme A/S, company registration no. 32 26 63 55 (“Orphazyme” or the “Company”) has been prepared pursuant to Section 107b of the Danish Financial Statements Act and the Nordic Main Market Rulebook for Issuers of Shares of Nasdaq Copenhagen A/S. This statement has been prepared in connection with the Company’s annual report for 2021 and forms part of the Management Review.

The statement includes a description of the Company’s management structure and a review of how the Company considers the Danish Recommendations on Corporate Governance issued by the Committee on Corporate Governance in December 2020.

2 Board of Directors

Orphazyme has a two-tier management structure consisting of the Board of Directors and the Executive Management. The Board of Directors supervises the work of the Executive Management and is responsible for the overall management and strategic direction whereas the Executive Management handles the day-to-day management of the Company. No person serves as a member of both corporate bodies.

Currently, the Board of Directors consists of three members elected by the general meeting and the Board of Directors elects a Chairman and, if so decided by the Board of Directors, a Deputy Chairman among its members. Under the current Recommendations on Corporate Governance, all of the board members, including the Chairman, are currently considered independent as per 31 December 2021. The members of the Board of Directors comprise a group of professionally skilled business people also representing diversity (in a broader sense) and international experience.

The members of the Board of Directors elected by the general meeting are elected for a term of one year. Re-election of board members may take place.

The Board of Directors normally holds at least five regular meetings annually, including a strategy review, plus ad hoc meetings as required.

3 Board Committees

The Board of Directors has established an Audit Committee, a Remuneration Committee, and a Nomination Committee, each of which has a charter outlining the purpose and responsibilities of such committee. The Board of Directors has decided to discontinue the Science Committee with effect from May 2022 in light of the Company’s current situation and developments.

3.1 Audit Committee

The Audit Committee consists of three members of the Board of Directors. The overall purpose of the Audit Committee is to review accounting and audit matters and assess the internal control and risk management system of the Company. The Audit Committee's duties also include supervision of the Company's external auditors and review of the audit process.

3.2 Remuneration Committee

The Remuneration Committee consists of two members of the Board of Directors. The overall purpose of the Remuneration Committee is to ensure that the Company maintains a remuneration policy for the members of the Board of Directors and the Executive Management and to evaluate and make recommendations for the remuneration of the members of the Board of Directors and the Executive Management. The Remuneration Committee shall annually evaluate the composition of the Executive Management. This includes making recommendations for nomination or appointment of members of the Executive Management. Moreover, the Remuneration Committee shall assist the Board of Directors with ensuring that appropriate plans and processes are in place for nomination of candidates to the Executive Management.

3.3 Nomination Committee

The Nomination Committee consists of three members of the Board of Directors. The overall purpose of the Nomination Committee is 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. Moreover, 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.

4 **Executive Management**

Currently, the Executive Management consists of one member, who is responsible for the day-to-day management and compliance with the procedures, instructions, guidelines, and recommendations issued by the Board of Directors. The Executive Management's responsibilities include inter alia organisation of the Company as well as allocation of resources, determination and implementation of strategies and policies and ensuring timely reporting to the Board of Directors. The Executive Management also presents and recommends proposals on the overall strategy and objectives to the Board of Directors.

5 Internal control and financial reporting procedures

The Board of Directors, the Audit Committee, and the Executive Management are ultimately responsible for Orphazyme's risk management and internal controls in relation to its financial reporting and approve Orphazyme's general policies in that regard. The Audit Committee assists the Board of Directors in overseeing the reporting process and the most important risks involved in this respect. The Executive Management is responsible for the effectiveness of the internal controls and risk management and for the implementation of such controls aimed at mitigating the risk associated with the financial reporting. Orphazyme has internal control and financial reporting procedures aimed at enabling it to monitor its performance, operations, funding, and risk.

The Board of Directors and Executive Management assess risks on an ongoing basis, including risks related to financial reporting, and assess measures to manage, reduce or eliminate identified risks. The Audit Committee reviews selected key risk areas on a frequent basis, including significant accounting estimates and material changes to accounting policies. At least once a year, the Audit Committee oversees a review of current internal controls to determine whether they are effective in relation to the risks identified in the financial reporting process.

Orphazyme has adopted and defined an internal control framework that identifies key processes, inherent risks and control procedures in order to secure appropriate accounting processes. The control procedures include a variety of processes in order to prevent any misrepresentation, significant errors, omissions or fraudulent behaviour. The control procedures are tested on a regular basis and reported to the Audit Committee.

Orphazyme's independent auditors are appointed for a term of one year by the shareholders at the Company's annual general meeting upon recommendation from the Audit Committee. The Board of Directors assesses the independence and competencies and other matters pertaining to the auditors. The framework for the auditors' compensation and duties, including audit and non-audit tasks, is agreed annually between the Board of Directors and the auditors based on recommendations from the Audit Committee.

6 Recommendations for good corporate governance

Orphazyme is subject to the Recommendations on Corporate Governance from December 2020, which are available on the Committee on Corporate Governance's website www.corporategovernance.dk. As a company listed on Nasdaq Copenhagen, Orphazyme will be required to report on its compliance with these recommendations according to the "comply or explain" principle. Orphazyme's position on each recommendation is described in the following and reflects the situation at the time of the reporting.

Orphazyme complies with the Recommendations on Corporate Governance in all material respects, except that Orphazyme has opted to deviate in the following area:

- Given the Company's current situation, and as the Company has focused its limited resources on handling the Company's restructuring proceedings, the Company has decided only to publish annual reports and half-yearly financial reports.
- The Company has not included information in the annual report on board members' individual participation in board meetings and committee meetings. Any board member unable to attend a board or committee meeting has the opportunity to present his or her views or engage in dialogue with the Chairmanship regarding the items of the agenda prior to the board or committee meeting. Accordingly, a board member may contribute to the discussions at a board or committee meeting, even if he or she is not present.
- Given the Company's current situation, the Board of Directors has chosen not to adopt a policy for the Company's corporate social responsibility and tax, as the Company has focused its limited resources on handling the Company's restructuring proceedings.
- Given the Company's current situation, the Company has focused its limited resources on handling the Company's restructuring proceedings. Therefore, the Company has not included information in the management commentary on the board committees' most significant activities and number of meetings in the past year.
- The general conclusions of the latest evaluation of the Board of Directors are not described in the management commentary, however, the Chairman will account for the evaluation process and the general conclusions at the annual general meeting.
- Share-based compensation, e.g. shares, share options, performance shares or warrants, constitutes a common part of the board remuneration in competing international biotech companies. To remain competitive in the international market and to remain able to attract and retain qualified members of the Board of Directors, Orphazyme offers share-based incentives to the Board of Directors in the form of Restricted Share Units. As members of the Board of Directors are elected for a term of one year, the share-based instruments granted to board members have a vesting period of one year.



Orphazyme believes that share-based remuneration is beneficial to the shareholders' long-term interests as share-based incentives together with the base fee, reflects the objective of a motivated and lasting value creation for the shareholders.

Adopted on June 7, 2022.

Corporate Governance Overview

Recommendation	Complies	Explains	
		why	how
1. Interaction with the company’s shareholders, investors and other stakeholders			
1.1. Communication with the company’s shareholders, investors and other stakeholders			
1.1.1. The Committee recommends that the management through ongoing dialogue and interaction ensures that shareholders, investors, and other stakeholders gain the relevant insight into the company's affairs, and that the board of directors obtains the possibility of hearing and including their views in its work.	√		
1.1.2. The Committee recommends that the company adopts policies on the company’s relationships with its shareholders, investors and if relevant other stakeholders in order to ensure that the various interests are included in the company’s considerations and that such policies are made available on the company’s website.	√		
1.1.3. The Committee recommends that the company publishes quarterly reports.		Given the Company’s current situation and as the Company has focused its limited	The Company publish annual reports and half-yearly financial reports.

Recommendation	Complies	Explains	
		why	how
		resources on handling the Company's restructuring proceedings, the Company has decided only to publish annual reports and half-yearly financial reports.	
1.2. The general meeting			
1.2.1. The Committee recommends that the board of directors organises the company's general meeting in a manner that allows shareholders, who are unable to attend the meeting in person or are represented by proxy at the general meeting, to vote and raise questions to the management prior to or at the general meeting. The Committee recommends that the board of directors ensures that shareholders can observe the general meeting via webcast or other digital transmission.	√		
1.2.2. The Committee recommends that proxies and postal votes to be used at the general meeting enable the shareholders to consider each individual item on the agenda.	√		

Recommendation	Complies	Explains	
		why	how
1.3. Takeover bids			
<p>1.3.1. The Committee recommends that the company has a procedure in place in the event of takeover bids, containing a “road map” covering matters for the board of directors to consider in the event of a takeover bid, or if the board of directors obtains reasonable grounds to suspect that a takeover bid may be submitted. In addition, it is recommended that it appears from the procedure that the board of directors abstains from countering any takeover bids by taking actions that seek to prevent the shareholders from deciding on the takeover bid, without the approval of the general meeting.</p>	√		
1.4. Corporate Social Responsibility			
<p>1.4.1. The Committee recommends that the board of directors adopts a policy for the company’s corporate social responsibility, including social responsibility and sustainability, and that the policy is available in the management commentary and/or on the company’s website. The Committee recommends that the board of directors ensures compliance with the policy.</p>		<p>Given the Company’s current situation, the Board of Directors has chosen not to adopt a policy for the Company’s corporate social responsibility, as the Company has focused its limited resources on handling</p>	<p>The Board of Directors has not adopted a policy for the company’s corporate social responsibility, including social responsibility and sustainability.</p>

Recommendation	Complies	Explains	
		why	how
		the Company's restructuring proceedings.	
<p>1.4.2. The Committee recommends that the board of directors adopts a tax policy to be made available on the company's website.</p>		Given the Company's current situation, the Board of Directors has chosen not to adopt a tax policy, as the Company has focused its limited resources on handling the Company's restructuring proceedings.	The Board of Directors has not adopted a tax policy.
<p>2. The duties and responsibilities of the board of directors</p> <p>2.1. Overall tasks and responsibilities</p>			
<p>2.1.1. The Committee recommends that the board of directors in support of the company's statutory objects according to its articles of association and the long-term value creation considers the company's purpose and ensures and promotes a good culture and sound values in the company. The company</p>	√		

Recommendation	Complies	Explains	
		why	how
should provide an account thereof in the management commentary and/or on the company's website.			
2.1.2. The Committee recommends that the board of directors at least once a year discusses and on a regular basis follows up on the company's overall strategic targets in order to ensure the value creation in the company.	√		
2.1.3. The Committee recommends that the board of directors on a continuously basis takes steps to examine whether the company's share and capital structure supports the strategy and the long-term value creation in the interest of the company as well as the shareholders. The Committee recommends that the company gives an account thereof in the management commentary.	√		
2.1.4. The Committee recommends that the board of directors prepares and on an annual basis reviews guidelines for the executive management, including requirements in respect of the reporting to the board of directors.	√		
2.2. Members of the board of directors			

Recommendation	Complies	Explains	
		why	how
<p>2.2.1. The Committee recommends that the board of directors, in addition to a chairperson, appoints a vice chairperson, who can step in if the chairperson is absent and who can generally act as the chairperson’s close sparring partner.</p>	√		
<p>2.2.2. The Committee recommends that the chairperson in cooperation with the individual members of the board of directors ensures that the members up-date and supplement their knowledge of relevant matters, and that the members’ special knowledge and qualifications are applied in the best possible manner.</p>	√		
<p>2.2.3. The Committee recommends that if the board of directors, in exceptional cases, requests a member of the board of directors to take on special duties for the company, for instance, for a short period to take part in the daily management of the company, the board of directors should approve this in order to ensure that the board of directors maintains its independent overall management and control function. It is recommended that the company publishes any decision on allowing a member of the board of directors to take part in the daily</p>	√		

Recommendation	Complies		Explains	
			<i>why</i>	<i>how</i>
management, including the expected duration thereof.				
3. The composition, organisation and evaluation of the board of directors				
3.1. Composition				
<p>3.1.1. The Committee recommends that the board of directors on an annual basis reviews and in the management commentary and/or on the company's website states</p> <ul style="list-style-type: none"> • which qualifications the board of directors should possess, collectively and individually, in order to perform its duties in the best possible manner, and • the composition of and diversity on the board of directors. 		√		
<p>3.1.2. The Committee recommends that the board of directors on an annual basis discusses the company's activities in order to ensure relevant diversity at the different management levels of the company and adopts a diversity policy, which is included in the management commentary and/or available on the company's website.</p>		√		

Recommendation	Complies	Explains	
		why	how
<p>3.1.3. The committee recommends that candidates for the board of directors are recruited based on a thorough process approved by the board of directors. The Committee recommends that in assessing candidates for the board of directors – in addition to individual competencies and qualifications – the need for continuity, renewal and diversity is also considered.</p>	√		
<p>3.1.4. The Committee recommends that the notice convening general meetings, where election of members to the board of directors is on the agenda - in addition to the statutory items - also includes a description of the proposed candidates'</p> <ul style="list-style-type: none"> • qualifications, • other managerial duties in commercial undertakings, including board committees, • demanding organisational assignments and • independence. 	√		
<p>3.1.5. The Committee recommends that members to the board of directors elected by the general meeting stand for election every year at the annual general meeting, and that the members are nominated and elected individually.</p>	√		

Recommendation	Complies	Explains	
		why	how
3.2. The board of director's independence			
<p>3.2.1. The Committee recommends that at least half of the members of the board of directors elected in general meeting are independent in order for the board of directors to be able to act independently avoiding conflicts of interests.</p> <p>In order to be independent, the member in question may not:</p> <ul style="list-style-type: none"> • be or within the past five years have been a member of the executive management or an executive employee in the company, a subsidiary or a group company, • within the past five years have received large emoluments from the company/group, a subsidiary or a group company in another capacity than as member of the board of directors, • represent or be associated with a controlling shareholder, • within the past year have had a business relationship (e.g. personally or indirectly as a partner or an employee, shareholder, customer, supplier or member of a governing body in companies with similar relations) with the company, a subsidiary or a group 	√		

Recommendation	Complies	Explains	
		why	how
<p>company, which is significant for the company and/or the business relationship,</p> <ul style="list-style-type: none"> • be or within the past three years have been employed with or a partner in the same company as the company’s auditor elected in general meeting, • be a CEO in a company with cross-memberships in the company’s management, • have been a member of the board of directors for more than twelve years, or • be closely related to persons, who are not independent, cf. the above-stated criteria. <p>Even if a member of the board of directors does not fall within the above-stated criteria, the board of directors may for other reasons decide that the member in question is not independent.</p>			
<p>3.2.2. The Committee recommends that members of the executive management are not members of the board of directors and that members retiring from the executive management does not join the board of directors immediately thereafter.</p>	√		
<p>3.3. Members of the board of directors and the number of other managerial duties</p>			
<p>3.3.1. The Committee recommends that the board of directors and each of the members on the board of</p>	√		

Recommendation	Complies		Explains	
			<i>why</i>	<i>how</i>
<p>directors, in connection with the annual evaluation, cf. recommendation 3.5.1., assesses how much time is required to perform the board duties. The aim is for the individual member of the board of directors not to take on more managerial duties than the board member in question is able to perform in a satisfactory manner.</p>				
<p>3.3.2. The Committee recommends that the management commentary, in addition to the statutory requirements, contains the following information on the individual members of the board of directors:</p> <ul style="list-style-type: none"> • position, age and gender, • competencies and qualifications relevant to the company, • independence, • year of joining the board of directors, • year of expiry of the current election period, • participation in meetings of the board of directors and committee meetings, • managerial duties in other commercial undertakings, including board committees, and demanding organisational assignments, and • the number of shares, options, warrants, etc. that the member holds in the company and its 		<p>The Company has not included information in the annual report on board members' individual participation in board meetings and committee meetings, as a board member may contribute to the discussions at a board or committee meeting, even if he or she is not present.</p>	<p>Any board member unable to attend a board or committee meeting has the opportunity to present his or her views or engage in dialogue with the Chairmanship regarding the items of the agenda prior to the board or committee meeting.</p>	

Recommendation	Complies		Explains	
			<i>why</i>	<i>how</i>
group companies and any changes in such holdings during the financial year.				
3.4. Board committees				
<p>3.4.1. The Committee recommends that the management describes in the management commentary:</p> <ul style="list-style-type: none"> the board committees’ most significant activities and number of meetings in the past year, and the members on the individual board committees, including the chairperson and the independence of the members of the committee in question. <p>In addition, it is recommended that the board committees’ terms of reference are published on the company’s website.</p>			Given the Company’s current situation, the Company has focused its limited resources on handling the Company’s restructuring proceedings. Therefore, the Company has not included information in the management commentary on the board committees’ most significant activities and number of meetings in the past year.	The Company has not included information in the management commentary on the board committees’ most significant activities and number of meetings in the past year.
3.4.2. The Committee recommends that board committees solely consist of members of the board of directors and that the majority of the members of the board committees are independent.		√		
3.4.3. The Committee recommends that the board of directors establishes an audit committee and		√		

Recommendation	Complies	Explains	
		why	how
<p>appoints a chairperson of the audit committee, who is not the chairperson of the board of directors. The Committee recommends that the audit committee, in addition to its statutory duties, assists the board of directors in:</p> <ul style="list-style-type: none"> • supervising the correctness of the published financial information, including accounting practices in significant areas, significant accounting estimates and related party transactions, • reviewing internal control and risk areas in order to ensure management of significant risks, including in relation to the announced financial outlook, • assessing the need for internal audit, • performing the evaluation of the auditor elected by the general meeting, • reviewing the auditor fee for the auditor elected by the general meeting, • supervising the scope of the non-audit services performed by the auditor elected by the general meeting, and • ensuring regular interaction between the auditor elected by the general meeting and the board of directors, for instance, that the board of directors and the audit committee at least 			

Recommendation	Complies	Explains	
		why	how
<p>once a year meet with the auditor without the executive management being present.</p> <p>If the board of directors, based on a recommendation from the audit committee, decides to set up an internal audit function, the audit committee must:</p> <ul style="list-style-type: none"> • prepare terms of reference and recommendations on the nomination, employment and dismissal of the head of the internal audit function and on the budget for the department, • ensure that the internal audit function has sufficient resources and competencies to perform its role, and • supervise the executive management’s follow-up on the conclusions and recommendations of the internal audit function. 			
<p>3.4.4. The Committee recommends that the board of directors establishes a nomination committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> • describing the required qualifications for a given member of the board of directors and the executive management, the estimated time required for performing the duties of this member of the board of directors and the 	√		

Recommendation	Complies	Explains	
		why	how
<p>competencies, knowledge and experience that is or should be represented in the two management bodies,</p> <ul style="list-style-type: none"> • on an annual basis evaluating the board of directors and the executive management's structure, size, composition and results and preparing recommendations for the board of directors for any changes, • in cooperation with the chairperson handling the annual evaluation of the board of directors and assessing the individual management members' competencies, knowledge, experience and succession as well as reporting on it to the board of directors, • handling the recruitment of new members to the board of directors and the executive management and nominating candidates for the board of directors' approval, • ensuring that a succession plan for the executive management is in place, • supervising executive managements' policy for the engagement of executive employees, and • supervising the preparation of a diversity policy for the board of directors' approval. 			

Recommendation	Complies	Explains	
		why	how
<p>3.4.5. The Committee recommends that the board of directors establishes a remuneration committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> • preparing a draft remuneration policy for the board of directors’ approval prior to the presentation at the general meeting, • providing a proposal to the board of directors on the remuneration of the members of the executive management, • providing a proposal to the board of directors on the remuneration of the board of directors prior to the presentation at the general meeting, • ensuring that the management’s actual remuneration complies with the company’s remuneration policy and the evaluation of the individual member’s performance, and • assisting in the preparation of the annual remuneration report for the board of directors’ approval prior to the presentation for the general meeting's advisory vote. 	√		

Recommendation	Complies	Explains	
		why	how
3.5. Evaluation of the board of directors and the executive management			
<p>3.5.1. The Committee recommends that the board of directors once a year evaluates the board of directors and at least every three years engages external assistance in the evaluation. The Committee recommends that the evaluation focuses on the recommendations on the board of directors' work, efficiency, composition and organisation, cf. recommendations 3.1.-3.4. above, and that the evaluation as a minimum always includes the following topics:</p> <ul style="list-style-type: none"> • the composition of the board of directors with focus on competencies and diversity • the board of directors and the individual member's contribution and results, • the cooperation on the board of directors and between the board of directors and the executive management, • the chairperson's leadership of the board of directors, • the committee structure and the work in the committees, • the organisation of the work of the board of directors and the quality of the material provided to the board of directors, and 	√		

Recommendation	Complies	Explains	
		why	how
<ul style="list-style-type: none"> the board members' preparation for and active participation in the meetings of the board of directors. 			
<p>3.5.2. The Committee recommends that the entire board of directors discusses the result of the evaluation of the board of directors and that the procedure for the evaluation and the general conclusions of the evaluation are described in the management commentary, on the company's website and at the company's general meeting.</p>		<p>The general conclusions of the latest evaluation of the Board of Directors are not described in the management commentary, as the Chairman will account for the evaluation at the annual general meeting.</p>	<p>The Chairman will account for the evaluation process and the general conclusions at the annual general meeting.</p>
<p>3.5.3. The Committee recommends that the board of directors at least once a year evaluates the work and results of the executive management according to pre-established criteria, and that the chairperson reviews the evaluation together with the executive management. In addition, the board of directors should on a continuous basis assess the need for changes in the structure and composition of the executive management, including in respect of diversity, succession planning and risks, in light of the company's strategy.</p>	√		

Recommendation	Complies	Explains	
		why	how
4. Remuneration of management			
4.1. Remuneration of the board of directors and the executive management			
4.1.1. The Committee recommends that the remuneration for the board of directors and the executive management and the other terms of employment/service is considered competitive and consistent with the company's long-term shareholder interests.	√		
4.1.2. The Committee recommends that share-based incentive schemes are revolving, i.e. that they are periodically granted, and that they primarily consist of long-term schemes with a vesting or maturity period of at least three years.		As members of the Board of Directors are elected for a term of one year, the Company finds that any share-based instruments that are granted to board members should have a maturity of one year from the date of allocation.	Share-based instruments that are granted to board members have a maturity of one year from the date of allocation.
4.1.3. The Committee recommends that the variable part of the remuneration has a cap at the time of grant, and that there is transparency in	√		

Recommendation	Complies	Explains	
		why	how
respect of the potential value at the time of exercise under pessimistic, expected and optimistic scenarios.			
4.1.4. The Committee recommends that the overall value of the remuneration for the notice period, including severance payment, in connection with a member of the executive management's departure, does not exceed two years' remuneration including all remuneration elements.	√		
4.1.5. The Committee recommends that members of the board of directors are not remunerated with share options and warrants.		Share-based compensation, e.g. shares, share options, performance shares or warrants, constitutes a common part of the board remuneration in competing international biotech companies. To remain competitive in the international market and to remain able to attract and retain qualified members of the Board of Directors, Orphazyme offers	Orphazyme believes that share-based remuneration is beneficial to the shareholders' long-term interests as share-based incentives together with the base fee, reflects the objective of a motivated and lasting value creation for the shareholders.

Recommendation	Complies	Explains	
		why	how
		share-based incentives to the Board of Directors in the form of Restricted Share Units.	
<p>4.1.6. The Committee recommends that the company has the option to reclaim, in whole or in part, variable remuneration from the board of directors and the executive management if the remuneration granted, earned or paid was based on information, which subsequently proves to be incorrect, or if the recipient acted in bad faith in respect of other matters, which implied payment of a too large variable remuneration.</p>	√		
5. Risk management			
5.1. Identification of risks and openness in respect of additional information			
<p>5.1.1. The Committee recommends that the board of directors based on the company's strategy and business model considers, for instance, the most significant strategic, business, accounting and liquidity risks. The company should in the management commentary give an account of these risks and the company's risk management.</p>	√		

Recommendation	Complies	Explains	
		<i>why</i>	<i>how</i>
<p>5.1.2. The Committee recommends that the board of directors establishes a whistleblower scheme, giving the employees and other stakeholders the opportunity to report serious violations or suspicion thereof in an expedient and confidential manner, and that a procedure is in place for handling such whistleblower cases.</p>	√		