



## **SCIENCE COMMITTEE CHARTER**

GUBRA A/S



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## SCIENCE COMMITTEE CHARTER

GUBRA A/S

### 1 ESTABLISHMENT AND PURPOSE

- 1.1 The scientific committee (the "**Committee**") is a committee of the board of directors (the "**Board of Directors**") of Gubra A/S, CVR-no. 30514041 (the "**Company**") established in accordance with the Danish Corporate Governance Recommendations (in Danish: *Anbefalingerne for god selskabsledelse*) and the Rules of Procedure of the Board of Directors.
- 1.2 The Committee is under the supervision of the Board of Directors.
- 1.3 The purpose of the Committee is to leverage the scientific expertise of the appointed members of the Board of Directors, to oversee, understand and challenge the approach and direction of the Company's R&D department and to assist the Board of Directors in matters and risks related to the Company's R&D strategy.

### 2 MEMBERS

- 2.1 The Committee consists of a minimum of two (2) members appointed by and among the Board of Directors. Any member of the Committee may be removed by the Board of Directors at any time.
- 2.2 The chair of the Committee will be appointed by the Board of Directors.
- 2.3 Members of the Committee are appointed for a one-year term. Re-appointment may take place.
- 2.4 The majority of the members of the Committee must be independent, unless the Board of Directors decides otherwise. The Company's Board of Directors will decide whether a member of the Committee is independent or not.
- 2.5 Any member of the Committee who resigns or is removed from the Board of Directors shall be removed from the Committee. If a member is removed from the 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 and the board members who are not also members of the Committee have an obligation to participate in the Committee's meetings if so requested by the Committee.

### 3 TASKS AND DUTIES

- 3.1 The Committee shall, in collaboration with the Company's Scientific, Technology and Medical Officers challenge the plans for preclinical and clinical projects, provide input and challenge the R&D strategy and execution, and perform other technical and scientific issues that are delegated by the Board.

### 4 MEETINGS

- 4.1 The Committee shall meet as often as it determines appropriate and as the circumstances dictate, but shall not have less than two (2) meetings per financial year, in accordance with the Scientific Committee Wheel.
- 4.2 The chair of the Committee shall convene a meeting, when it is necessary in the opinion of the chair, or upon request from a member of the Committee or a member of the Executive Management.
- 4.3 The chair of the Committee shall convene meetings with not less than five (5) days' written notice to all members of the Committee, and such notice shall include an agenda for the meeting in question. If required by special circumstances, notice may be given orally and with less than five (5) days' notice.
- 4.4 The Committee forms a quorum when at least two (2) of its members are present and one of the members present is the chair.



- 4.5 Resolutions are passed with simple majority. If equality of votes occurs, the chair of the Committee shall have a casting vote.
- 4.6 The chair of the Committee shall arrange that resolutions passed are recorded in the meeting minutes by a person appointed by the Committee. The minutes must contain information on attendees of the meetings, minutes of the proceedings and resolutions passed.
- 4.7 The Committee must have access to the Company's organisation, including its secretarial functions, and the Company must provide such assistance to the extent requested by a member of the Committee.
- 4.8 Members of the Board of Directors and the Executive Management, relevant employees and external parties (e.g. advisers) may participate in the meetings of the Committee upon invitation. Members of the Executive Management shall attend the meeting if so requested.
- 4.9 The work of the Committee is subject to the same confidentiality as the work of the Board of Directors.

## **5 RESOLUTIONS**

- 5.1 A committee resolution may be passed over the phone or in writing. In such cases, the proposed resolution shall be forwarded to the members and the chair shall subsequently seek to obtain a written, oral or electronically transferred statement from all members of the Committee and arrange for the recording of the resolution in the minute book.

## **6 AUTHORISATION**

- 6.1 The Committee shall be fully authorised to investigate any matter that falls within the scope of this 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.

## **7 REMUNERATION AND EXPENSES**

- 7.1 The Committee may be provided with remuneration to be determined by the general meeting, if applicable.
- 7.2 Any reasonable expenses required for the performance of the Committee's duties shall be paid by the Company.

## **8 REPORTING TO THE BOARD OF DIRECTORS**

- 8.1 The minutes of Committee's meetings - containing and clearly identifying the Committee's resolutions and recommendations to the Board of Directors - shall be prepared within 10 working days and after the approval of its members be circulated to the Board of Directors.
- 8.2 The Committee must on a regular basis keep the Board of Directors informed of matters which the Committee deems relevant for the Board of Directors.
- 8.3 The chair of the Board of Directors shall serve as the main contact for all inquiries from the Committee, unless the chair of the Board of Directors serves as the chair of the Committee.

## **9 REVIEW AND AMENDMENT**

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

## **10 PUBLICATION**

- 10.1 This charter will be published on the Company's website along with
- (i) The names of the members of the Committee;
  - (ii) the name of the chair of the Committee;
  - (iii) a specification of which members of the Committee are independent and have special competencies; and



(iv) the Committee's most important activities during the year and the number of meetings held.

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Approved and adopted by the Board of Directors of Gubra A/S on 20 March 2023.