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SCIENTIFIC COMMITTEE CHARTER



### **1. PURPOSE**

The Scientific Committee (the “Committee”) is a committee established by the Board of Directors.

The role of the Committee shall be to advise the Board in matters relating to the Company’s R&D activities and other patient / product related innovation activities.

### **2. COMPOSITION**

The Committee shall consist of three (3) or more board members and the executive vice president of R&D.

At least one of the board members should have a broad scientific and medical understanding and experience.

The Board shall appoint the members of the Committee, including the chairperson.

### **3. MEETINGS**

The Committee shall meet at least two (2) times per year. The chairperson of the Committee shall chair all Committee meetings and set the agendas for these. All Board members that are not members of the Committee may attend the meetings of the Committee. The Committee may invite to its meetings any Board member, Executive Management members or employees of the Company or other persons as it deems appropriate in order to carry out its responsibilities. The Committee shall appoint a secretary to the Committee that will prepare minutes from the meetings.

### **4. AUTHORITY**

The Committee should prepare recommendations and reports to the Board regarding the Company’s R&D activities and other patient/ product related innovation activities, but cannot make any final decisions on behalf of the Board.



## **5. RESPONSIBILITIES**

The primary duties and responsibilities of the Committee are:

- to review and discuss the Company's R&D and Patient Engagement strategies, including pipeline overview;
- to provide strategic advice and make recommendations to ongoing R&D programs and other patient / product related innovation activities of the Company;
- to review and discuss science and technology trends that the Company believes are of significant importance (including the possibility to set up ad hoc advisory boards with external experts);
- to review the competencies and resources available within R&D/the Company to support/execute on the R&D and Patient Engagement strategies;
- to review the Company's IPR Strategy

## **6. REPORTING**

Minutes are prepared for each of the Committee meetings. These and other Committee material should be available in the Directors Desk. A copy of the approved and signed minutes shall be kept by the Company.

The Committee shall regularly update the Board on its activities and discussions, and present recommendations and proposals to the Board for consideration and approval. All relevant information obtained by the Committee shall be shared with the entire Board.

Information about the Committee's meeting activities during the year shall be disclosed in the Company's annual report.

## **7. EVALUATING PERFORMANCE**

The Committee shall evaluate its own performance annually. Findings and recommendations shall be reported to the Board.



## **8. REVIEW OF THE COMMITTEE CHARTER**

The scientific committee charter shall be reviewed annually, and the Committee shall discuss any requested changes with the Board. The Board shall approve any proposed changes to the charter.

Adopted by the Board on 17 December 2018