

## **AUDIT COMMITTEE CHARTER OF ASCENDIS PHARMA A/S**

This Audit Committee Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) of Ascendis Pharma A/S, a company formed under the laws of Denmark (the “Company”). The operation of the Audit Committee shall be subject to the Rules of Procedure for the Board (the “Rules of Procedure”) of the Company and the laws of Denmark, each as in effect from time to time.

### **I. Purpose**

The purpose of the Audit Committee (the “Committee”) is to assist the Board with overseeing the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Rules of Procedure and applicable law. The Committee shall report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company’s financial statements, the Company’s compliance with legal or regulatory requirements, the performance and independence of the Company’s independent auditor, the performance of the Company’s internal audit function, if any, or any other matter the Committee determines is necessary or advisable to report to the Board.

Notwithstanding the foregoing, the Committee’s responsibilities are those of oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements as well as the Company’s financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company’s annual financial statements, expressing an opinion as to the conformity of such annual financial statements with international financial reporting standards (“IFRS”), or, upon the election by the Company, U.S. generally accepted accounting principles (“GAAP”), and reviewing the Company’s quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate or that they were prepared in accordance with IFRS or GAAP, as applicable, and applicable laws, rules and regulations. Absent actual knowledge to the contrary, each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including the Company’s internal auditor, if any, (or others responsible for the internal audit function, including contracted non-employee or audit or accounting firms engaged to provide internal audit services, if any) (the “internal auditor”)), if any, and the Company’s independent auditor from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

The members of the Committee are not independent auditors, and the term “review” as used in this Charter is not intended to have that meaning and should not be interpreted to suggest

that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

Unless authority is expressly delegated to the Committee herein or otherwise, all decision making authority resides with the Board. All members of the Board who are not members the Committee shall be entitled to request a copy of material and information that is provided to the members of the Committee. The Committee shall report directly to the Board on a regular basis.

## **II. Membership**

The Committee shall consist of one or more members of the Board. Each Committee member must satisfy the independence requirements of the Nasdaq Stock Market LLC (“Nasdaq”) and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “SEC”), subject to any available exception. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules.

Committee members may be removed from the Committee, with or without cause, by a majority vote of the Board.

## **III. Meetings and Procedures**

The Chairperson of the Committee (the “Chair”) (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s articles of association, Rules of Procedure or applicable law that are, directly or indirectly, applicable to the Committee or this Charter.

The Committee shall meet at least once during each fiscal quarter and more frequently as the Committee deems desirable. Meetings of the Committee may be called by the Chair upon notice given at least twenty four (24) hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair shall designate a secretary for each meeting who shall record minutes of all formal actions of the Committee. A majority of the Committee members, present in person or by phone, shall constitute a quorum. A majority of the members present shall decide any questions brought before the Committee, except to the extent otherwise required by the Company’s articles of association, Rules of Procedure or applicable law (each as in effect from time to time). Meetings of the Committee may be held by conference call or video conference. Unless otherwise restricted by the Company’s articles of association, Rules of Procedure or applicable law, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing (including by electronic transmission), and such writing (including any electronic transmission) is filed with the minutes of the Committee. The Committee shall meet separately, periodically, with management, with the internal auditor and with the independent auditor.

All members of the Board who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote.

To the extent permitted by applicable law, the Committee shall have the appropriate resources and authority to request, at its discretion, in its meetings the attendance of members of the Company's management, representatives of the independent auditor, the internal auditor, if any, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any member of the Board who is not a member of the Committee.

To the extent permitted by applicable law, the Committee shall have the appropriate resources and authority to retain legal counsel, experts or advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. To the extent permitted by applicable law, the Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as proposed by the Committee and approved by the Board, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors, including legal counsel retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

To the extent permitted by applicable law, the Committee shall have the appropriate resources and authority to conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company to conduct such investigations.

The Committee shall keep regular minutes of any meetings where actions are taken (unless such actions are taken and reported to the Committee's satisfaction in the minutes of the Board meetings). Any such minutes kept by the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary of the Company shall maintain the original signed minutes for filing with the corporate records of the Company. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairperson of the Board.

#### **IV. Powers and Responsibilities**

##### **A. Interaction with the Independent Auditor**

1. *Appointment and Oversight.* The Committee shall recommend to the Board the Independent Auditor to be nominated by the Board and elected by the Company's shareholders at the Annual General Meeting of shareholders. The Committee shall in this respect prepare the Board's recommendation to the Annual General Meeting of shareholders and review and assess the terms of appointment. To the extent permitted by applicable law, the Committee shall be directly responsible for the compensation, retention and oversight of the work of the independent auditor and any other registered public accounting firm engaged for the purpose of preparing or

issuing an audit report or related work or performing other audit, review or attest services for the Company (including seeking resolution of any disagreements between Company management and the independent auditor regarding financial reporting).

2. *Pre-Approval of Services.* To the extent permitted by applicable law, the Committee shall approve policies and procedures for the engagement of the independent auditor and the Committee shall review and approve the engagement letter with the independent auditor and present it for approval by the Board. The Committee shall generally pre-approve all audit services and permitted non-audit services. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company's engagement of the independent auditor, provided the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Securities Exchange Act of 1934, as amended (the "Exchange Act") to the Company's management. The Committee may delegate to one (1) or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the independent auditor. Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.

3. *Independence of Independent Auditor.* The Committee shall, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the Company and report its findings to the Board. In conducting its review:

(i) The Committee shall obtain and review a report prepared by the independent auditor describing (a) the auditing firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, respecting one (1) or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues.

(ii) The Committee shall ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company. The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor. If the Committee determines that further inquiry is advisable, the Committee shall take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

(iii) The Committee shall confirm with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC.

(iv) The Committee shall monitor whether the auditor's independence is maintained, including by reviewing the non-audit services provided to the Company by the auditor. Prohibited services under Section 10A(g) of the Exchange Act will include: (i) bookkeeping or other services related to the accounting records or financial statements of the Company; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, proving fairness opinions or preparing contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit and (ix) any other service that the Public Accounting Oversight Board prohibits through regulation.

**B. Meetings with Management, the Independent Auditor and the Internal Auditor, if any, regarding Annual Financial Statements and Annual Audit.**

1. The Committee shall meet with management, the independent auditor and the internal auditor, if any, in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

2. The Committee shall review and discuss with management and the independent auditor: (i) major issues regarding accounting principles and financial statement presentations including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, if any; (ii) any analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP or IFRS, as applicable, methods on the Company's financial statements; (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements and (iv) the type and presentation of information to be included in earnings press releases, as well as any financial information and earnings guidance provided to analysts and rating agencies. The Committee shall review and discuss the annual audited financial statements and quarterly unaudited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

**C. Separate Meetings with the Independent Auditor.**

1. The Committee shall review with the independent auditor any problems or difficulties the independent auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent auditor are: (i) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); (ii) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor to the Company. The Committee shall obtain from the independent auditor assurances that the independent auditor has provided all notices of illegal acts as required by

Section 10A(b) of the Exchange Act. The Committee shall discuss with the independent auditor the report that such auditor is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the independent auditor identifies as critical; (ii) all alternative treatments within GAAP or IFRS, as applicable, for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent auditor's engagement letter, independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

D. Recommendation to Include Financial Statements in Annual Report. The Committee shall, based on the review and discussions in paragraphs B(2) and C(1) above, and based on the disclosures received from the independent auditor regarding its independence and discussions with the auditor regarding such independence pursuant to subparagraph A(3)(ii) above, determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 20-F or 10-K, as applicable for the fiscal years subject to the audit.

E. Management Letters and Other Material Written Communications. The Committee shall receive, review and discuss with the independent auditor and, if appropriate, management, an annual management letter discussing the Company's internal controls issued or proposed to be issued by the independent auditor and management's response, if any.

F. Quarterly Financial Statements

1. The Committee shall receive, review and discuss the quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

G. Other Powers and Responsibilities

1. The Committee shall discuss with management and the independent auditor the Company's earnings press releases, if any (with particular focus on any "pro forma" or "adjusted" non-GAAP or non-IFRS, as applicable, information), as well as financial information and earnings guidance, if any, provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee should be furnished with an advance copy of each earnings release for its review prior to publication.

2. The Committee shall review and approve all related party transactions on an ongoing basis and all such transactions must be approved by the Committee. The Committee may adopt and administer a policy regarding the review and approval of such transactions, if and as appropriate.

3. The Committee shall review on a periodic basis, or as appropriate, any investment policy of the Company and recommend to the Board any changes to the investment policy.

4. The Committee shall discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function, if any.

5. The Committee shall discuss with the Company's general counsel, if any, or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

6. The Committee shall request assurances from management and the Company's internal auditors, if any, that the Company's foreign subsidiaries and foreign affiliated entities, if any, are in conformity with applicable legal requirements, including disclosure of affiliated party transactions.

7. The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management. The Committee shall discuss with management the Company's significant financial and operational risk exposures and the actions management has taken to limit, monitor or control such exposures.

8. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters. The Committee shall also establish procedures for the confidential and anonymous submission by employees regarding questionable accounting or auditing matters.

9. The Committee shall, if required by SEC rules, provide the Company with the report of the Committee with respect to the audited financial statements required by Item 407 of Regulation S-K of the Exchange Act, for inclusion in the Company's annual proxy statements.

10. The Committee, through its Chair, shall report regularly to, and review with, the Board (i) any material issues that arise with respect to the Committee's performance of the foregoing responsibilities, and (ii) any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, the performance of the Company's internal audit function, if any, or any other matter the Committee determines is necessary or advisable to report to the Board.

11. The Committee shall, regularly and with input from the Nominating and Corporate Governance Committee of the Board (the "Nominating and Corporate Governance Committee") if deemed appropriate, perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and provide any written material with respect to such evaluation to the Board or the Nominating and Corporate Governance Committee, as appropriate, including any recommendations for changes in procedures or policies governing the Committee.

12. The Committee shall, at least annually and with input from the Nominating and Corporate Governance Committee, if deemed appropriate, review and reassess this Charter and submit any recommended changes to the Board for its consideration.

13. The Committee shall annually review and assess internal controls and treasury functions including cash management procedures.

#### **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's articles of association, Rules of Procedure, and applicable laws, regulations and Nasdaq rules.