NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER OF ASCENDIS PHARMA A/S

This Nominating and Corporate Governance 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 Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee (the "Committee") of the Board is to assist the Board in discharging the Board's responsibilities regarding:

(a) the identification of qualified candidates to become Board members consistent with criteria approved by the Board;

(b) the selection, or recommendation of selection to the Board regarding the selection, of nominees for election as directors at the next Annual General Meeting of shareholders (or Extraordinary General Meeting of shareholders at which directors are to be elected);

(c) the selection, or recommendation of selection to the Board regarding the selection, of candidates to fill any vacancies on the Board;

(d) the assignment and rotation of Board members to various Board committees;

(e) the development, review and recommendation to the Board, of a set of rules of procedures applicable to the Company;

(f) oversight of the evaluation of the Board and its various committees; and

(g) assistance with the selection of candidates for future members of senior management as well the promotion and changes in position of incumbent members of senior management.

The Committee shall as its primary function assist the Board within the specific areas set forth in this Charter. The Committee shall report directly to the Board on a regular basis. All decision making rests solely with the Board, unless otherwise is specifically set forth herein. 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.

In addition to the responsibilities expressly delegated to the Committee in this Charter, the Committee may carry out any other responsibilities delegated to it by the Board from time to time consistent with the Rules of Procedure and applicable law.

II. Membership

The Committee shall be composed of two (2) or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of The Nasdaq Stock Market LLC ("Nasdaq") and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. To the extent permitted by applicable law, if at any time and for so long as the Committee is not solely comprised of members meeting the independence requirements of Nasdaq (subject to applicable exceptions), then the duty and responsibility of the Committee set forth in Article IV, Section 1 below shall be exercised by the members of the Board constituting at least a majority of the Board's members that are independent (within the meaning of Nasdaq Rule 5605(a)(2), including without limitation as contemplated by Nasdaq Rule 5605(e)(1)(A)).

Committee members may be removed from the Committee, with or without cause, by a majority vote of the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

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 and applicable law that are, directly or indirectly, applicable to the Committee or this Charter.

The Committee shall meet on a regularly scheduled basis at least two (2) times per year and more frequently as the Committee deems necessary or 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). Notwithstanding the foregoing, in the event the Committee consists of only two (2) members, both members must be present, in person or by phone, to constitute a quorum, and any questions brought before the Committee must be decided by unanimous vote. 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.

All members of the Board who are not members of the Committee may attend and observe meetings of the Committee at the pleasure 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. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any member of the Board who is not a member of the Committee.

The Committee may retain any legal counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Company shall provide for appropriate funding, as proposed by the Committee and approved by the Board, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. 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. Duties and Responsibilities

1. (a) At an appropriate time prior to each Annual General Meeting of shareholders at which Board members are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or a member of the Board advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(c) For purposes of (a) and (b) above, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

(i) diversity of personal and professional background, perspective and experience;

(ii) personal and professional integrity, ethics and values;

(iii) experience in corporate management, operations or finance, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment;

(iv) experience relevant to the Company's industry and with relevant social policy concerns;

(v) experience as a board member or executive officer of another publicly held company;

(vi) relevant academic expertise or other proficiency in an area of the Company's operations;

(vii) practical and mature business judgment, including ability to make independent analytical inquiries;

(viii) promotion of a diversity of business or career experience relevant to the success of the Company;

(ix) the composition of the current Board, including the experience and geographic residence of current Board members; and

(x) any other relevant qualifications, attributes or skills.

2. The Committee shall oversee the orientation of new Board members and develop and monitor continuing education for existing directors.

3. The Committee shall, regularly, review the performance of each current Board member and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such Board member for an additional term.

4. In appropriate circumstances, the Committee, in its discretion and with advice of counsel, shall consider and may recommend the removal of a Board member for cause, in accordance with the applicable provisions of the Rules of Procedure and applicable law.

5. The Committee shall oversee the Board in the Board's review of its performance (including its composition and organization), which will occur regularly, and will make appropriate recommendations to improve performance.

6. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Rules of Procedure, this Charter and the charters of the Board's other committees.

7. The Committee shall review and assess the composition of the various committees of the Board and recommend, for approval by the Board, the assignment and rotation of Board members to such committees.

8. The Committee shall develop, review and recommend to the Board the Rules of Procedure and, on a regular basis, review and recommend revisions to the Rules of Procedure.

9. The Committee shall develop and recommend to the Board a policy regarding the consideration of candidates to the Board recommended by the Company's security holders and procedures for submission by security holders of nominee recommendations to the Board.

10. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of members to the Board or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission, Nasdaq, or otherwise considered to be desirable and appropriate in the discretion of the Committee.

11. The Committee shall review the leadership structure of the Board and provide the Board with any recommendations for changes in such leadership structure.

12. The Committee shall oversee succession planning for the Board and leadership roles on the Board and its committees.

13. The Committee may recommend to the Board the employment and appointment of future executive officers, as well as promotion and changes in position of incumbent executive officers upon review of their performance.

14. The Committee shall, with input from the Remuneration Committee of the Board if deemed appropriate, oversee succession planning for members of senior management.

15. The Committee shall periodically report to the Board on its findings and actions.

16. The Committee shall, regularly, 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, as appropriate, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

17. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

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.