

# EVAXION

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CAPITAL MARKETS, COMMUNICATION AND BD  
COMMITTEE CHARTER  
EVAXION BIOTECH A/S

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## **CAPITAL MARKETS, COMMUNICATION AND BD COMMITTEE CHARTER**

OF EVAXION BIOTECH A/S

(Company registration no. (CVR) 31762863)

This Capital Market, Communication and BD Committee Charter (this "Charter") is adopted by the Board of Directors (the "Board") of Evaxion Biotech A/S, a company formed under the laws of Denmark (the "Company"). The operation of the Capital Market, Communication and BD 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.

### **1. PURPOSE**

- 1.1 The purpose of the Capital Market, Communication and BD Committee (the "Committee") is to oversee the Executive Management's business development, capital markets activities and capital market related communication with existing, potential and former shareholders of the Company, analysts as well as certain other stakeholders.
- 1.2 The Committee shall further assist the Board in fulfilling the Board's responsibilities with regard to shareholder engagement with the Board.
- 1.3 The Executive Management is responsible for the day-to-day implementation and execution of the Company's BD-plans, capital market plans in general and in coordinating and executing the related communication.
- 1.4 The Committee is advisory in nature but can also participate in meetings with investors face to face, through telephonic communications or through other electronic means (Conference Calls, Zoom, MyTeams, etc.). Its recommendations will be subject to normal approval processes by the Board.

### **2. MEMBERSHIP**

- 2.1 The Committee will be a standing committee and shall consist of at least two members of the Board. The members of the Committee will be appointed by the Board in accordance with the Rules of Procedure.
- 2.2 Committee members may be removed from the Committee, with or without cause and with or without prior notice, by a majority vote of the Board.

### **3. MEETINGS**

- 3.1 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 or Rules of Procedure.

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- 3.2 The Committee shall meet at least quarterly or as often as it determines advisable to fulfill its duties and responsibilities. Meetings of the Committee may be called by the Chairperson (“Chair”) upon notice given at least seventy two (72) hours prior to the meeting, together with an agenda for 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.
- 3.3 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 or Rules of Procedure (each as in effect from time to time). Meetings of the Committee may be held by conference call, or by other electronic means (Zoom, MyTeams, etc.).
- 3.4 Unless otherwise restricted by the Company’s articles of association or Rules of Procedure, 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.

## **4. RESPONSIBILITIES**

- 4.1 The Committee will review and comment on the Company’s business development, capital market strategy and/or plan and whether the Company is being properly valued and positioned with shareholders whose investment objectives are consistent with the Company’s strategy of creating and attaining long-term shareholder value. Specifically, the Committee will:
- Review and assess the overall capital markets activities, business development and communication strategy and/or plan periodically to determine its status and progress.
  - Periodically review issues that affect capital markets activities, business development and communication including trends in corporate governance, shareholder activism, and regulatory actions.
  - Monitor the results of the capital market activities, business development and communication strategy and/or plan and offer suggestions for improvement.
  - Ensure that Executive Management has allocated adequate resources to support the implementation and achievement of the objectives of the capital market activities, business development and communication strategy and/or plan.
  - Based on information provided by the Executive Management, make recommendations - as necessary - to the Board on possible actions with regard to shareholder engagement and value.
  - Receive and review information from various sources as necessary.
  - Participate to the extent necessary or desirable in meetings with investors or potential investors.

## **5. REPORTING TO THE BOARD**

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- 5.1 To ensure the Board's knowledge of the status of the business development, communication and capital market strategy and/or plan, the Committee will:
- Present a brief report to the Board at its ordinary meetings.
  - Conduct a self-assessment of the Committee's effectiveness in fulfilling its responsibilities and report on the results of that self-assessment annually.

## 6. AMENDMENTS TO THIS CHARTER

6.1 Any proposal to amend this charter shall be subject to a simple majority vote by the members of the Board in favor of such proposed amendment.

6.2 As adopted by the Board of Directors on 7 December 2022, amended 31 August 2023.

### Members of the Board of Directors:

2023 september 18 | 4:18 AM PDT

2023 September 19 | 5:45 AM PDT

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*Marianne Søgaard*  
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Marianne Søgaard

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*Roberto Prego*  
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