

Company announcement

No. 21/2023
8 November 2023
Herlev

Orphazyme A/S

Lyskær 8 A
DK-2730 Herlev
www.orphazyme.com
Company Registration No. 32266355

Notice of Extraordinary General Meeting in Orphazyme A/S

The board of directors hereby convenes for an extraordinary general meeting in Orphazyme A/S at the company's address at Lyskjær 8A, 2730 Herlev on Thursday 30 November 2023 at 10.00 AM (CET).

Agenda:

1. Election of Chairman
2. Proposal regarding the handling of treasury shares
3. Proposal to reduce the nominal value per share from DKK 1,000 to DKK 150 with effect from 29 December 2023.
4. Proposal to reduce the company's share capital
5. Proposal to change the corporate language of the company
6. Authorization to the chairman of the meeting

Complete proposals:**Re item 2 on the agenda:**

The board of directors announced in company announcement 17-2023, that the board of directors would make a proposal pertaining to the handling of treasury shares obtained in connection with the reverse stock split at the company's next general meeting. Reference is made to company announcement 16-, 17-, 18- and 19-2023.

Accordingly, the board of directors hereby proposes that the company in immediate continuation of the execution of the reverse stock split, divests its entire holding of treasury shares at the best obtainable price prioritizing an expedient sale and taking into account the size of the company's portfolio of treasury shares at that time.

Re item 3 on the agenda:

As announced in company announcement 12/2023, the management and board of directors are optimizing the company's cost and capital structure in the search of a new activity.

Currently, the nominal value of the company's shares is higher than the actual price per share which pose an obstacle to the company's pursuit of new activities.

Therefore, and due to the prospects with a guided net cash position ultimo 2023 in the range of DKK 6-10 million and a share capital of DKK 35,312,000, the board of directors proposed to lower the nominal value per share with effect from 29 December 2023 (i.e. after completion of the reverse stock split as referred to in company announcements 16-, 17-, 18- and 19-2023) from DKK 1,000 to DKK 150.

Upon reduction of the nominal value, the nominal value per share will be lower than the actual price per share. A nominal value per share below the share price after the reverse stock split takes effect will enable the board of directors with various options to optimize the capital structure of the company under its current authorizations.

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The adoption of the board of directors' proposal will lead to the following amendments to Section 2.1 and 6.6. of the articles of association from 29 December 2023:

Section 2.1. will be amended to the following:

"2.1. Selskabets aktiekapital udgør nominelt kr. 35.312.000, fordelt i aktier à nominelt kr. 150 eller multipla heraf."

"2.1 The Company's nominal share capital is DKK 35,312,000 divided into shares of DKK 150 each or multiples thereof."

and

Section 6.6. will be amended to the following:

"6.6. Hvert aktiebeløb på nominelt kr. 150 giver én stemme. En person, der er registeret som indehaver af aktier i selskabet i VP Securities A/S, og som handler i erhvervsmæssig sammenhæng på vegne af andre fysiske eller juridiske personer, herunder indehavere af American Depositary Shares, der repræsenterer aktier i selskabet, kan udøve stemmerettigheder tilknyttet disse aktier på en måde, der ikke er identisk med udøvelsen af stemmerettighederne, der er tilknyttet andre aktier i selskabet, som en sådan person er indehaver af."

"6.6. Each share with a nominal value of DKK 150 entitles the holder to one vote. A person registered as a holder of shares in the company with VP Securities A/S, and who trades in a professional capacity on behalf of other natural or legal persons, including holders of American Depositary Shares representing shares in the company, may exercise voting rights associated with these shares in a manner that is not identical to the exercise of voting rights associated with other shares in the company that such a person holds."

Re item 4 on the agenda:

After the settlement of the US security class action case as announced in company announcement 14/2023, the company has lost more than 50% of the company's share capital.

Below, the development in Shareholders' Equity from 1 January until 31 October 2023 is illustrated:

DKK (000)	Share capital	Share premium	Foreign currency translation	Accumulated deficit	Total
Balance as of December 31, 2022	35,312	2,087,436	(493)	(2,080,588)	41,667
Reclassification		(2,087,436)	493	2,086,943	-
Net loss for the period	-	-	-	(29,384)	(29,384)
Balance as of October 31, 2023	35,312	-	-	(23,029)	12,283

To accommodate the requirements in Section 119 of the Danish Company Act and to propose measures to reestablish the share capital, the board of directors proposes to reduce the share capital with a total nominal value of DKK 30,015,200, which includes a reduction of nominal DKK 23,028,667 for the purpose of covering losses and a reduction of nominal DKK 6,986,533 for the purpose of transfers to a special reserve.

If the general meeting adopts the proposal, a 4-week notice period ("proklama") related to the part of the capital reduction for the purpose of transfers to a special reserve will commence with effect from the date of registration of the capital reduction with the Danish Business Authority.

The part of the capital reduction for the purpose of covering losses will take effect upon the date of registration of the capital reduction with the Danish Business Authority.

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The adoption of the board of directors' proposal will lead to the following amendments to Section 2.1 of the articles of association:

Section 2.1. will be amended to the following:

"2.1. Selskabets aktiekapital udgør nominelt kr. 5.296.800, fordelt i aktier à nominelt kr. 150 eller multipla heraf".

"2.1 The Company's nominal share capital is DKK 5,296,800 divided into shares of DKK 150 each or multiples thereof."

Re item 5 on the agenda:

As a consequence of the company's sale of all its activities, the current optimization process, the majority of the company's shareholders being Danish investors and looking forward for a new activity, the board of directors find it more efficient to be able to conduct general meetings and to communicate all future financial reports and company announcement in Danish.

Accordingly, the board of directors propose to change the corporate language for the company at the general meeting and in its future external communication from English to Danish and to add English as an optional corporate language.

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The adoption of the board of directors' proposal will lead to the following amendments to the articles of association:

Section 4.7. will be amended to the following:

"4.7 Generalforsamlinger afholdes på dansk eller engelsk efter bestyrelsens beslutning. Dokumenter udarbejdet i forbindelse med eller efter generalforsamlingen udarbejdes på dansk, eller hvis det besluttet af bestyrelsen, på engelsk. Hvis lovgivningen kræver det, skal dokumenter dog udarbejdes på dansk."

"4.7 General meetings shall be held in Danish or English by decision of the Board of Directors without simultaneous interpretation to and from Danish. Documents prepared in connection with or following a general meeting shall be in Danish or if decided by the Board of Directors, in English. If required by law, documents shall however be prepared in Danish."

Section 11.5. will be amended to the following:

Section 11.5. will be amended to the following:

"11.5 Selskabsmeddelelser udarbejdes på dansk, og hvis bestyrelsen beslutter det, på engelsk."

"11.5 Company announcements shall be prepared in Danish and, if decided by the Board of Directors, in English."

and

Section 12.2. will be amended to the following:

"12.2 Årsrapporter udarbejdes på dansk."

"12.2 Annual reports shall be prepared in Danish."

Re item 6 on the agenda:

The board of directors proposes that the general meeting authorizes the chairman of the general meeting (with power of delegation) to file the approved matters on the agenda to the Danish Business Authority and to make such alterations and amendments therein and the company's articles of association, as may be required to obtain registration or may be suggested as expedient.

Adoption criteria:

Proposal 3, 4 and 5, must be passed by at least 2/3 of the votes cast as well as the share capital represented at the general meeting, whereas passing of proposals 1, 2 and 6 may be adopted by a simple majority of votes.

Information about capital and voting rights:

At the date of the convening notice, the company's share capital amounts to 35,312,241 shares each in the denomination of DKK 1.00 conferring one vote upon the holder.

Record date:

A shareholder's right to attend a general meeting and to vote shall be determined in proportion to the shares held by such shareholder as of the record date. The shares held by each shareholder as of the record date shall be determined based on the entry in the shareholders' register regarding the shareholder's ownership and any notifications to the company from the shareholder regarding his ownership not yet recorded in the shareholders' register.

The record date shall be 23 November 2023.

Admission and voting cards, etc.:

Shareholders, proxy holders and any accompanying advisers must present an admission card in order to be admitted to the general meeting.

Admission cards may be requested as follows:

By submitting a completed, dated and signed registration form to the company's email contact@orphazyme.com

Admission confirmations will be distributed by e-mail.

Requests for admission cards must reach our e-mail by 24 November 2023, at 23:59 (CET).

Any shareholder is entitled to attend by proxy and to attend accompanied by an adviser. A proxy may also attend together with an adviser.

The following documents are available on the Company's website www.orphazyme.com:

- The convening notice, including the agenda and complete proposals;
- Any other documents to be submitted at the general meeting;
- The forms to be used for voting by proxy or by correspondence; and
- The total number of shares and voting rights as of the convening date.

Questions:

Until one week prior to the general meeting, shareholders may submit questions in writing to the company's executive board about decisions to be made at the general meeting. Shareholders who wish to exercise their right to ask questions may send such questions by letter to the company. The reply may be made in writing and the answer may be made available on the company's website, www.orphazyme.com. The board of directors may refrain from answering if the person asking the question is not represented at the general meeting.

In addition, shareholders may ask questions to the company's executive board at the general meeting regarding the said matters.

Voting by proxy:

Shareholders may vote at the general meeting by a proxy holder presenting a duly signed and dated proxy form. Electronic proxy forms must be issued and filed no later than by 24 November 2023, at 23:59 (CET).

Vote by correspondence:

Shareholders also have the option of voting by correspondence. The relevant vote by correspondence forms to be used for this purpose may be obtained via the Company's website, www.orphazyme.com. A vote sent by ordinary mail must reach the Company by 29 November 2023, at 16:00 (CET). A vote by correspondence cannot be revoked.

Yours sincerely,

Orphazyme A/S

The board of directors

Herlev, November 8th, 2023

For additional information, please contact.

Orphazyme A/S

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