

# Annual General Meeting

Copenhagen, Denmark  
March 29, 2019



# Welcome

Mats Pettersson  
Chairman of the Board



# Chairman of the AGM

Jørgen Kjergaard Madsen  
Chairman of the AGM



<b>Agenda Item</b>	<b>Speaker</b>
1. Report by the Board of Directors on the Company's activities during the past year	Mats Pettersson, <i>Chairman of the Board</i> , Jan van de Winkel, <i>CEO</i>
2. Presentation and adoption of the audited Annual Report 2018 and resolution to discharge the Board of Directors and the Executive Management from liability	David Eatwell, <i>CFO</i> Jørgen Kjergaard Madsen, <i>Chairman of the AGM</i>
3. Resolution on the distribution of profits as recorded in the adopted Annual Report	Jørgen Kjergaard Madsen
4. Election of the Board of Directors	Mats Pettersson, Jørgen Kjergaard Madsen
5. Election of Auditor	Jørgen Kjergaard Madsen
6. Proposals from the Board of Directors	Jørgen Kjergaard Madsen
7. Authorization of the Chairman of the AGM	Jørgen Kjergaard Madsen
8. Any other business and Q&A	Jørgen Kjergaard Madsen, Mats Pettersson, Jan van de Winkel, Judith Klimovsky, <i>CDO</i> , David Eatwell

# Introduction

Mats Pettersson  
Chairman of the Board



# Forward Looking Statement

This presentation contains forward looking statements. The words “believe”, “expect”, “anticipate”, “intend” and “plan” and similar expressions identify forward looking statements. All statements other than statements of historical facts included in this presentation, including, without limitation, those regarding our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our products), are forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such forward looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. The important factors that could cause our actual results, performance or achievements to differ materially from those in the forward looking statements include, among others, risks associated with product discovery and development, uncertainties related to the outcome of clinical trials, slower than expected rates of patient recruitment, unforeseen safety issues resulting from the administration of our products in patients, uncertainties related to product manufacturing, the lack of market acceptance of our products, our inability to manage growth, the competitive environment in relation to our business area and markets, our inability to attract and retain suitably qualified personnel, the unenforceability or lack of protection of our patents and proprietary rights, our relationships with affiliated entities, changes and developments in technology which may render our products obsolete, and other factors. Further, certain forward looking statements are based upon assumptions of future events which may not prove to be accurate. The forward looking statements in this document speak only as at the date of this presentation.

# Antibody Experts Focused on Cancer



# Building a Business that Transforms Cancer Treatment

## Guided by Our Core Purpose, Strategy & Vision



### Core Purpose

To improve the lives of patients by creating & developing innovative antibody products



### Strategy

- Turn science into medicine
- Build a profitable & successful biotech
- Focus on Core Competence



### Vision

By 2025, our own product has transformed cancer treatment and we have a pipeline of knock-your-socks off antibodies

# Track Record & Growth: 20 Years of Achievement



**Revenue:  
Expanding Top Line**  
2003\*: \$11M  
2018: \$504M



**Operating Result:  
Sustainable Profits**  
2013\*: \$12M  
2018: \$230M



**2 Marketed Products**  
DARZALEX®  
Arzerra®



**Cumulative INDs from 1999**  
1999\*: 1  
2018: 31



**FTEs: Adding Capabilities**  
1999\*: 4  
2018: 380



**Our Own Products in Clinical Development:** 2017: 2    2018: 4    2019: 7\*\*

All amounts in USD millions. USD 1 = DKK 6.00 / \*First year for which the category applies / \*\*Projected

# 20<sup>th</sup> Anniversary Film



# Bright Past, Brighter Future

Jan van de Winkel, PhD  
President & Chief Executive Officer



# Key Achievements Over the Past Year

## DARZALEX Providing Opportunities for Patients & a Solid Financial Base

Regulatory approvals & submissions: new indications providing treatment options for more patients

- Approvals
  - US & EU (split dosing regimen\* and D+VMP in 1L MM)
- Submissions
  - China (RRMM)
  - Japan (D+VMP, 1L MM)
  - US & EU (D+ Rd, 1L , ASCT-ineligible MM\*)
  - US & EU (D+ VTD, 1L, ASCT-eligible MM\*)

Positive data: pointing the way to future treatment options

- Positive topline Phase III data in 1L MM: MAIA (DRd), CASSIOPEIA (D-VTd)
- Positive topline Phase III data for SC formulation of daratumumab (COLUMBA)\*

Financial: double blockbuster status and growing, financing Genmab's growth

- \$75M milestone from Janssen for \$2bn in sales in a calendar year
- \$2,025M net sales by Jansen in 2018 → DKK 1,708M in royalties



# Key Achievements 2018

## Pipeline Progress & Future Growth

### Pipeline progress: future first-in-class / best-in-class products

- Recruitment completed: Phase III RMS studies, SC ofatumumab
- 4 new studies: tisotumab vedotin including potential registration Ph. II, cervical cancer
- Expansion phase started: enapotamab vedotin Ph. I/II, solid tumors
- First patients dosed: HexaBody<sup>®</sup>-DR5/DR5 Ph. I/II, solid tumors & DuoBody<sup>®</sup>-CD3xCD20 Ph. I/II, B-cell malignancies

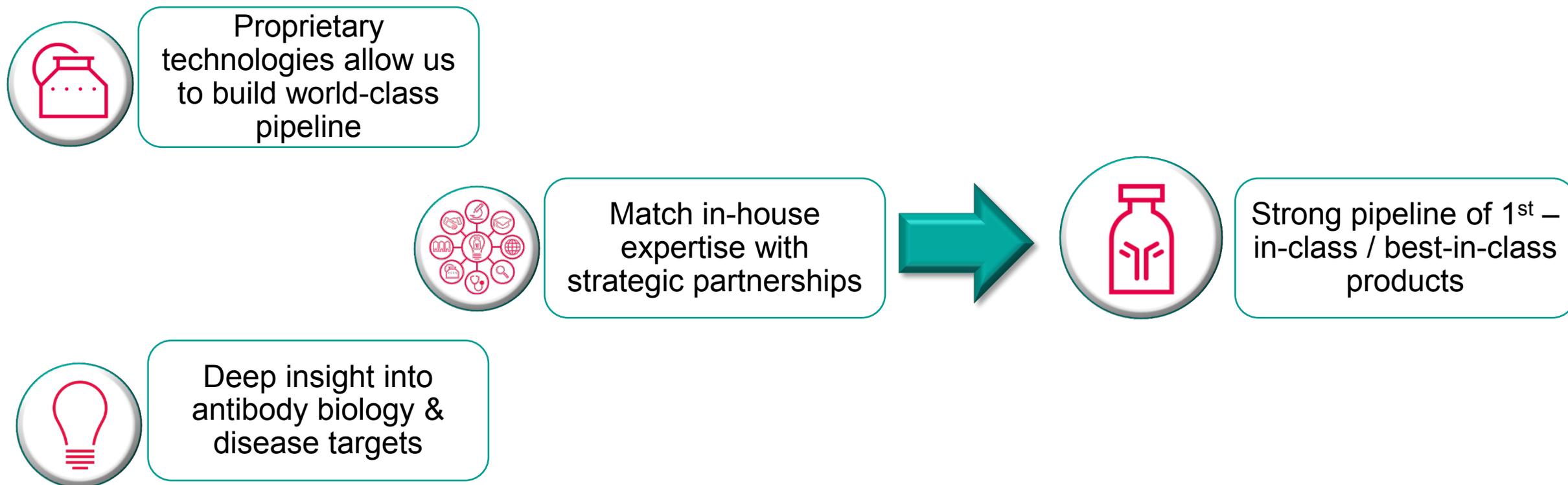
### Other key highlights: additional building blocks for success

- Strategic partnership with Immatics
- HexElect<sup>™</sup> antibody platform introduced
- Improved revenue by DKK 660M vs 2017

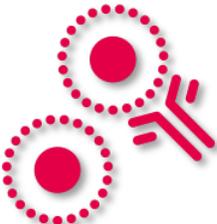
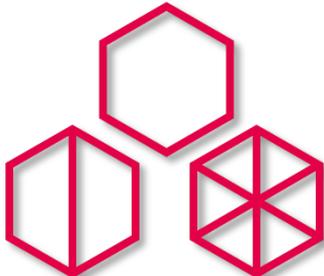


# Innovation Powerhouse

## The Genmab Difference



# Innovation in Action: Creation of a Solid Foundation

Foundational Products	Our own Clinical Pipeline	2019 INDs*	Technologies & Pre-Clinical
<ul style="list-style-type: none"> <li>• DARZALEX®</li> <li>• Arzerra®</li> <li>• Ofatumumab [RMS]</li> </ul>	<ul style="list-style-type: none"> <li>• Tisotumab Vedotin</li> <li>• Enapotamab Vedotin</li> <li>• HexaBody®-DR5/DR5</li> <li>• DuoBody®-CD3xCD20</li> </ul>	<ul style="list-style-type: none"> <li>• DuoHexaBody®-CD37</li> <li>• DuoBody®-CD40x4-1BB</li> <li>• DuoBody®-PD-L1x4-1BB</li> </ul>	<ul style="list-style-type: none"> <li>• DuoBody®</li> <li>• HexaBody®</li> <li>• HexElect®</li> <li>• Rich pre-Clinical Pipeline</li> </ul>
<p><b>Solid Financial Base Significant Potential</b></p> 	<p><b>Fueling Innovative Clinical Pipeline</b></p> 	<p><b>Accelerating Growth</b></p> 	<p><b>R&amp;D Engine</b></p> 

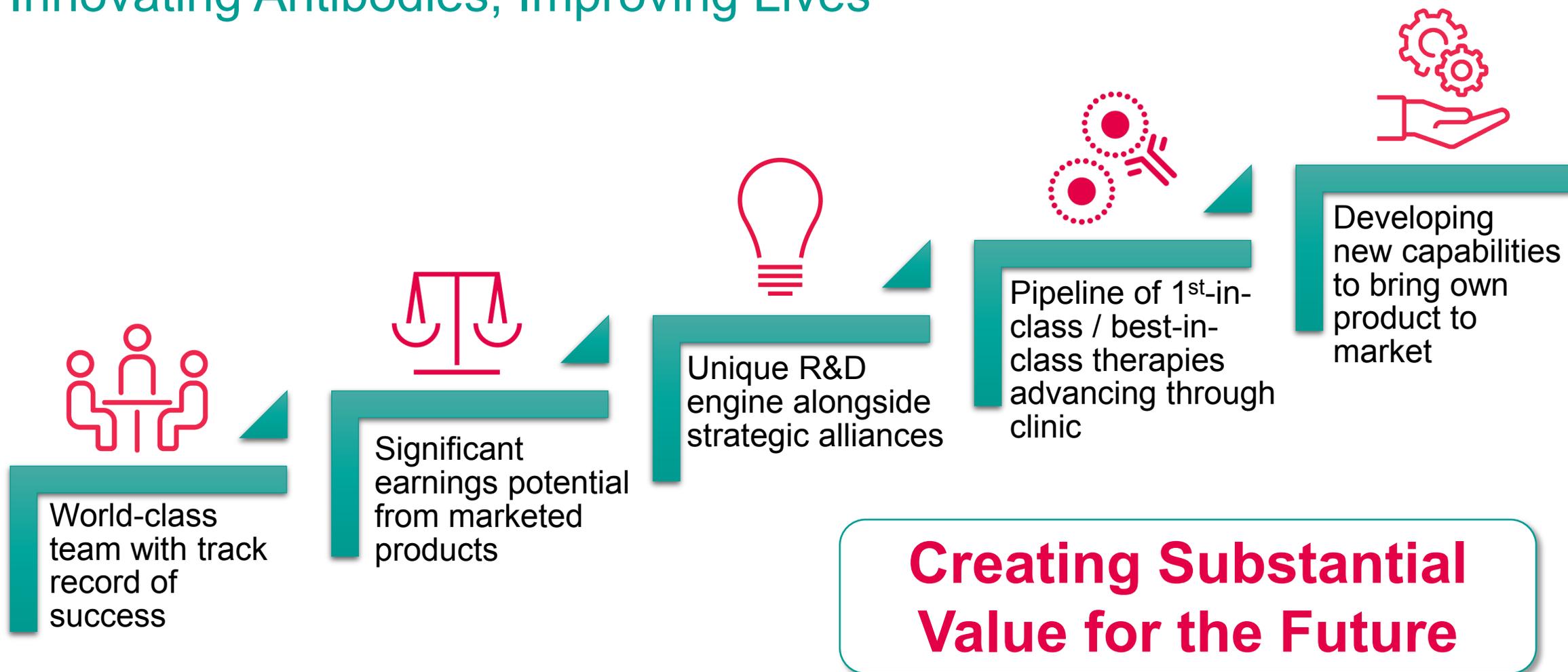
# Key 2019 Priorities

## Building a Robust Differentiated Product Portfolio

Priority	✓	Targeted Milestones
Daratumumab	✓	<ul style="list-style-type: none"> <li>» FDA decision on Phase III MAIA multiple myeloma (MM) submission</li> <li>» FDA decision on Phase III CASSIOPEIA MM submission</li> <li>» Phase III COLUMBA MM subcutaneous (SC) daratumumab safety &amp; efficacy analysis</li> </ul>
Ofatumumab		<ul style="list-style-type: none"> <li>» Phase III ASCLEPIOS I &amp; II relapsing multiple sclerosis SC ofatumumab study completion and reporting</li> </ul>
Tisotumab Vedotin		<ul style="list-style-type: none"> <li>» Phase II innovaTV 204 tisotumab vedotin recurrent / metastatic cervical cancer study enrollment complete by mid year</li> </ul>
Innovative pipeline		<ul style="list-style-type: none"> <li>» Phase II enapotamab vedotin expansion cohort efficacy analysis</li> <li>» Phase I/II HexaBody-DR5/DR5 initial clinical data</li> <li>» Phase I/II DuoBody-CD3xCD20 clinical data dose escalation cohorts</li> <li>» File INDs or CTAs for 3 new products</li> </ul>

# Delivering on Genmab's Promise

## Innovating Antibodies, Improving Lives



# 2018 Financial Results

David A. Eatwell  
Executive Vice President & Chief  
Financial Officer

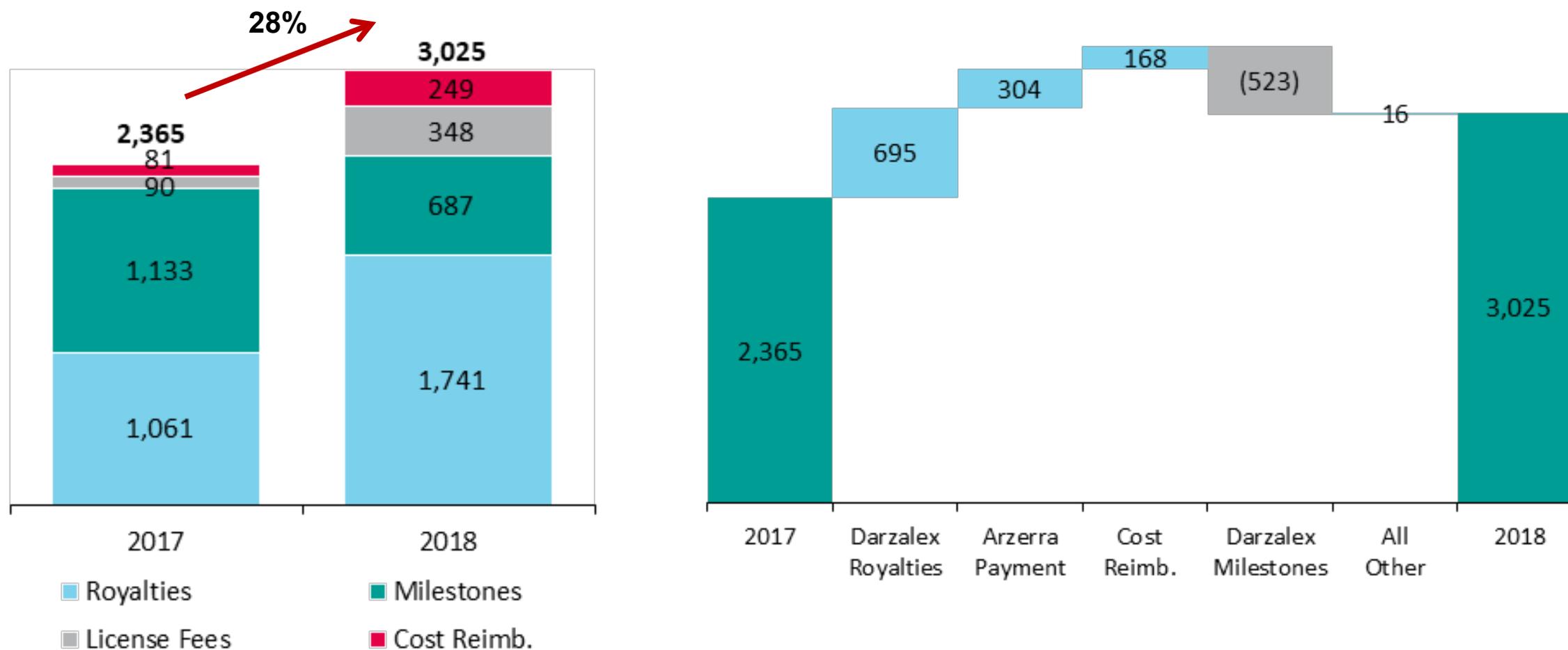


# Income Statement: Year Ended December 31

	<u>2018</u>	<u>2017</u>	Change	<u>2018</u>	<u>2017</u>
	DKK millions			USD millions *	
Darzalex Royalties	1,708	1,013	695	262	155
Reimbursement Income	249	81	168	38	12
Other Revenue	1,068	1,271	(203)	164	195
<b>Total Revenue</b>	<b>3,025</b>	<b>2,365</b>	<b>660</b>	<b>464</b>	<b>362</b>
R&D Costs	(1,431)	(874)	(557)	(219)	(134)
G&A Expenses	(214)	(147)	(67)	(33)	(23)
<b>Operating Expenses</b>	<b>(1,645)</b>	<b>(1,021)</b>	<b>(624)</b>	<b>(252)</b>	<b>(157)</b>
<b>Operating Result</b>	<b>1,380</b>	<b>1,344</b>	<b>36</b>	<b>212</b>	<b>205</b>
Net Financial Items	232	(280)	512	36	(43)
Tax	(140)	40	(180)	(21)	6
<b>Net Result</b>	<b>1,472</b>	<b>1,104</b>	<b>368</b>	<b>227</b>	<b>168</b>

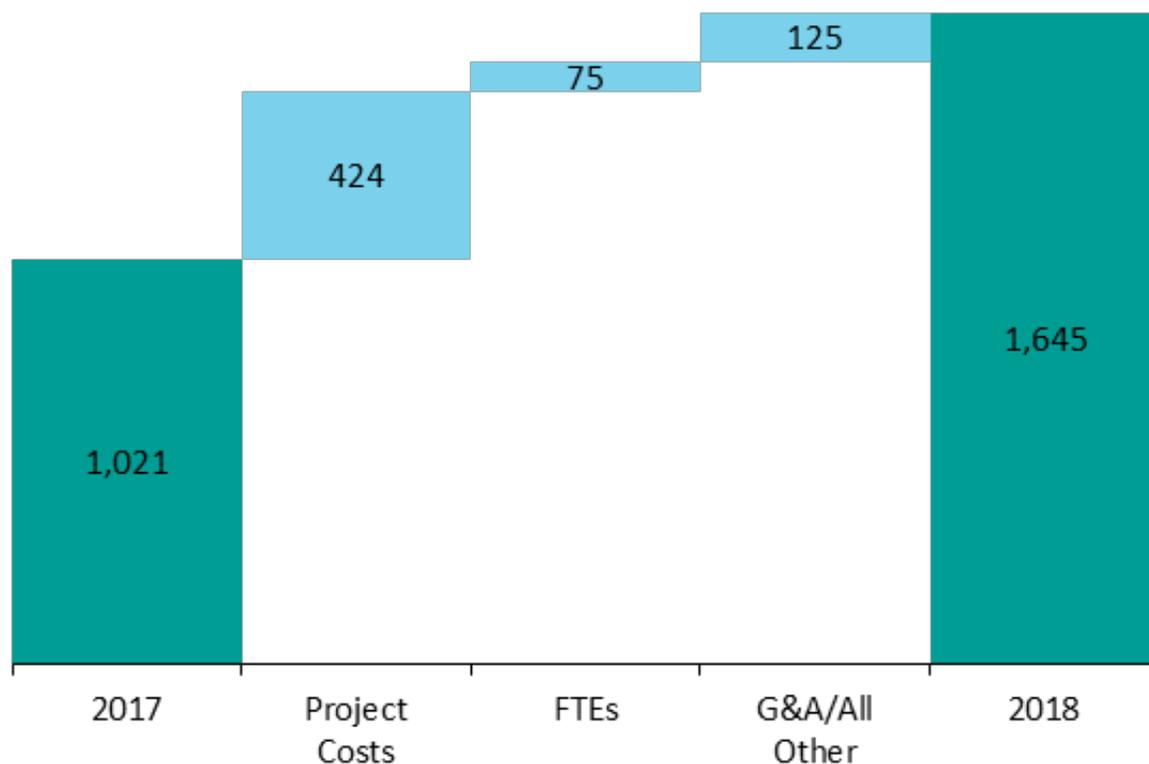
\* USD 1.00 = DKK 6.5213 (Danish Central Bank spot rate on December 31, 2018)

# Revenue 2018 vs. 2017: Year Ended December 31

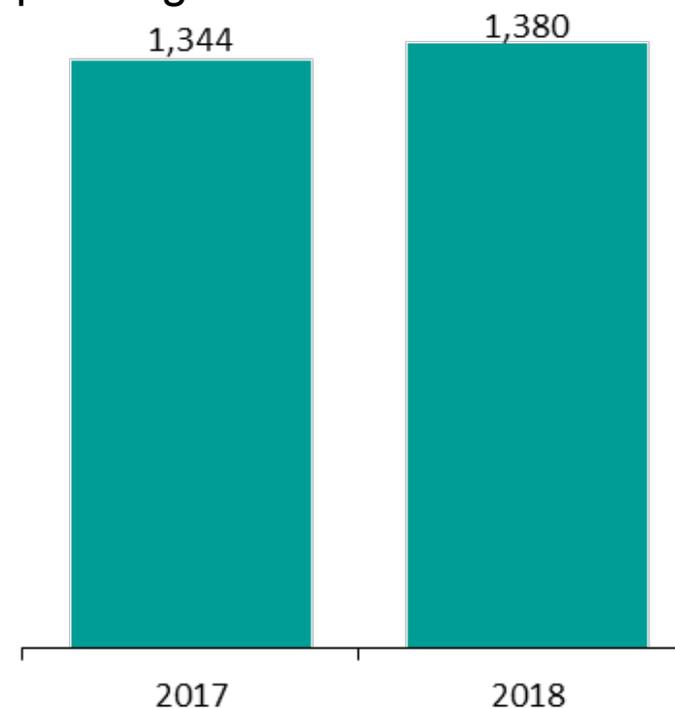


# Operating Result: Investing in Our Pipeline

Operating Expenses increased 61% (+DKK 624M), driven by additional pipeline investment



Revenue growth outpaced expense increase - driving DKK 36M higher Operating Result



# Overview - 2019 Guidance

## Income Statement

DKK Millions	2018 Actual	2019 Guidance	Change	%
Revenue	3,025	4,600	1,575	52%
Operating Expenses	(1,645)	(2,600)	(955)	58%
Operating Income	1,380	2,000	620	45%

## Revenue Detail

DKK Millions	2018 Actual	2019 Guidance	Comments
Darzalex Royalties	1,708	2,685	Darzalex Net Sales USD 3.0 billion
Darzalex Milestones	586	1,500	Milestone payment of USD 150 million (DKK 900 million) from Darzalex Net Sales of USD 3.0 billion
All Other	731	415	2018 includes Novartis one-time payment of USD 50 million (DKK 304 million)
Total Revenue	3,025	4,600	

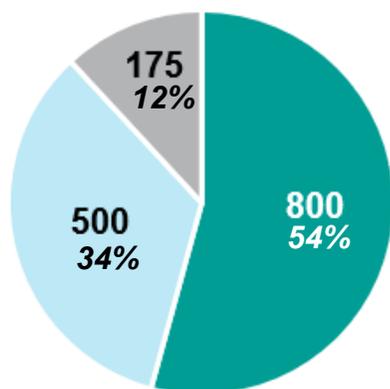
# Overview - 2019 Guidance – Pipeline Investment

## Expense Detail

DKK Millions	2018 Actual	2019 Guidance	Change	%	Comments
Project Investment	985	1,475	490	50%	Driven by Top 10 Projects
Personnel Costs	365	650	285	78%	Increase in 2019 by 180 FTEs
Business Support	295	475	180	61%	Including Technologies & Systems, Commercial & Medical Affairs
Total Operating Expenses	1,645	2,600	955	58%	

### Total Project Investment

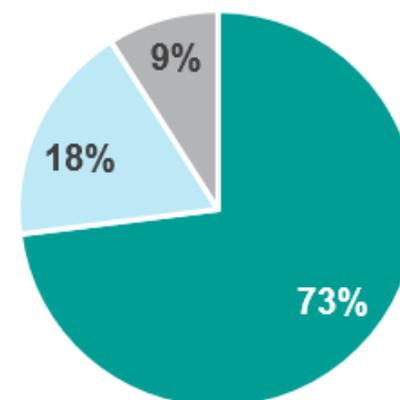
1,475 Top 10 = 1,300



- Tisotumab Vedotin & Enapotamab Vedotin
- Next 8
- All Other

### 2019 FTE Growth

180 FTEs



- R&D
- Support Functions
- Medical Affairs/Commercial

# Investing in Our Future



## Pipeline = Increased Investment

	2017	2018	2019
Proprietary Products in Clinic	2	4	7
Total Expense Base (DKK Bn)	1.0	1.6	2.6
% Invested in Top 10	45%	51%	50%



## Maintain Strong Balance Sheet

Cash Position End 2018	DKK 6.1 Bn	
Cash / 2019 Expense Base	6.1 / 2.6	2.35x
Cash as % Market Cap End 2018	6.1 / 65.7	9.3%



## DARZALEX Royalty Funding Investment

	2017	2018	2019
DARZALEX Royalty (DKK Bn)	1.0	1.7	2.7
Royalty / Expense Ratio	99.2%	103.8%	103.3%



## Capital Allocation Priority

- Achieve 2025 Vision
- Invest in pipeline
- License products/technologies
- Maintain financial strength & flexibility

# Approval of the Annual Report 2018 & Resolution of the Discharge

Jørgen Kjergaard Madsen  
Chairman of the AGM



# Election of Board of Directors

Mats Pettersson  
Chairman of the Board



## Mats Pettersson

- Re-election for 1 year
- Genmab board member since 2013
- Chairman
  - Chairman of Nominating and Corporate Governance Committee, Member of Audit Committee
  - Other board memberships: Magle Chemoswed AB
- Extensive experience: International research-based biotech and pharmaceutical companies including Pharmacia, SOBI AB



## Deirdre P. Connelly

- Re-election for 1 year
- Genmab board member since 2017
- Deputy Chairman
  - Member of Audit Committee, Nominating & Corporate Governance Committee and Compensation Committee
- Other board memberships: Macy's Inc. and Lincoln National Corporation
- Extensive experience: Leader in the pharmaceutical industry incl. former President, North America Pharmaceuticals, GlaxoSmithKline



## Anders Gersel Pedersen, M.D., Ph.D.

- Re-election for 1 year
- Genmab board member since 2003
- Board Member
  - Chairman of Compensation Committee and Member of Scientific Committee
- Other board memberships: Bavarian Nordic A/S, Hansa Biopharma AB
- Extensive experience: Leader in the pharmaceutical industry incl. former Executive Vice President, Research & Development, H. Lundbeck A/S



## Pernille Erenbjerg

- Re-election for 1 year
- Genmab board member since 2015
- Board member
  - Chairman of Audit Committee and member of Nominating & Corporate Governance Committee
- Other board memberships: Millicom, Nordea Bank AB
- Extensive experience: Telecoms, media and tech industries incl. former CEO and President, TDC A/S



## Paolo Paoletti, M.D.

- Re-election for 1 year
- Genmab board member since 2015
- Board member
  - Chairman of Scientific Committee
- Acting CEO GammaDelta Therapeutics Ltd.
- Other board memberships: PsiOxus Therapeutics Limited and FORMA Therapeutics
- Extensive experience : Research, development and commercialization in the pharmaceutical industry incl. responsibility for several new medicines for cancer patients at GlaxoSmithKline, Eli Lilly



## Rolf Hoffmann

- Re-election for 1 year
- Genmab board member since 2017
- Board member
  - Member of Compensation Committee and Scientific Committee
- Adjunct Professor of Strategy and Entrepreneurship at the University of North Carolina Business School
- Other board memberships: Biotest AG, Trigemina, Inc., EUSA Pharma, Inc., Paratek Pharmaceuticals, Inc., Shield Therapeutics plc
- Extensive experience: Creating and optimizing commercial opportunities in pharmaceutical global markets incl. whilst at Eli Lilly, Amgen



## Composition Board of Directors

- Mats Pettersson
- Deirdre P. Connelly
- Anders Gersel Pedersen
- Pernille Erenbjerg
- Paolo Paoletti
- Rolf Hoffmann
- Peter Storm Kristensen, *Employee elected Board Member*
- Mijke Zachariasse, *Employee elected Board Member*
- Daniel Bruno, *Employee elected Board Member*

# Election of Board of Directors

Jørgen Kjergaard Madsen  
Chairman of the AGM



# Election of Auditor

# Proposals from the Board of Directors

Jørgen Kjergaard Madsen  
Chairman of the AGM



# Proposals from the Board of Directors

## Remuneration Principles for Board of Directors & Executive Management

- Item 6 (a): Amendment of the Remuneration Principles for the Board of Directors and Executive Management
  - Proposal to adjust Company's Remuneration Principles so value of share-based instruments (can be granted to members of Executive Management on annual basis going forward), maximized to up to 4 times member's annual base salary calculated before any pension contribution & bonus payment, in the year of grant
  - Proposal to amend Company's Remuneration Principles so restricted stock units (RSUs) granted to members of Executive Management are subject to forward-looking performance criteria
  - Proposal to amend Remuneration Principles, if members of Executive Management are granted a combination of RSUs and warrants, the proportional value of the warrants may not exceed 25% of the total value (at time of grant) - a decrease from proportional value of 50%
  - Proposal to specify forward-looking criteria that vesting of RSUs granted to members of Executive Management may be subject to, in accordance with proposed amended Remuneration Principles

# Proposals from the Board of Directors

## Board Remuneration

- Item 6 (b): Approval of remuneration to the Board of Directors for 2019
- Fees for members of Board of Directors, including committees, remain at same level as in 2018
  - Base fee for members of the Board of Directors of DKK 400,000
  - Chairman receives three times the annual base fee
  - Deputy Chairman receives two times the annual base fee
  - Audit Committee chairman receives annual fee of DKK 150,000; committee members an annual fee of DKK 100,000
  - Compensation Committee chairman receives annual fee of DKK 120,000; committee members an annual fee of DKK 80,000
  - Nominating and Corporate Governance Committee chairman receives annual fee of DKK 100,000; committee members an annual fee of DKK 70,000
  - Scientific Committee chairman receives annual fee of DKK 130,000; committee members an annual fee of DKK 100,000
  - All committee members receive a fee of DKK 10,000 per committee meeting
  - Board members will receive RSUs within scope described and adopted in the Company's Remuneration Principles

# Proposals from the Board of Directors

## Articles of Association

- Item 6 (c): Amendment of Article 5 of the Company's Articles of Association on authorization to issue warrants
  - Authorization to issue additional 500,000 warrants (excluding the Company's Executive Management)
  - Board of Directors is entitled to issue these warrants to, among others, employees in the Company's directly and indirectly owned subsidiaries
  - With this authorization the potential dilution is kept below 5% of the share capital.

# Proposals from the Board of Directors

## Articles of Association

- Item 6 (d): Authorization to acquire treasury shares
  - Proposal that the Annual General Meeting authorizes the Board of Directors to allow the Company - during the period until and including March 28, 2024 - to acquire treasury shares up to total nominal amount of DKK 500,000, corresponding to 0.8% of the share capital
  - Purchase price for relevant shares may not deviate by more than 10% from price quoted on Nasdaq Copenhagen A/S at time of acquisition
  - Board of Directors intends to primarily use authorization to enable the Company to reduce dilution effect of share capital increases resulting from future exercises of warrants granted under proposed authorization to issue warrants (under item 6 (c))
  - Currently Company holds nominally DKK 177,550 treasury shares - the non-utilized part of authorization granted on March 17, 2016 is nominally DKK 275,000
  - Maximum nominal amount of treasury shares the Company will be authorized to acquire & hold pursuant to proposed authorization and authorization granted on March 17, 2016 is DKK 952,550, corresponding to 1.5% of Company's current share capital

# Authorization of the Chairman of the AGM

# Any Other Business and Q&A



# Closing

Jørgen Kjergaard Madsen  
Chairman of the AGM



