

A close-up photograph of a person wearing a white lab coat and blue nitrile gloves. The person is using a white and blue pipette to transfer liquid into a small, clear plastic vial. The background is a soft-focus laboratory setting.

Statutory Corporate Governance Report 2024

Statutory Corporate Governance Report for 2024,
cf. art. 107b of the Danish Financial Statements Act

Genmab A/S

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Statutory Corporate Governance Report for 2024, cf. art. 107b of the Danish Financial Statements Act¹

This Statutory Corporate Governance Report (the “Report”) covers the period January 1 – December 31, 2024, and is prepared pursuant to Article 107b of the Danish Financial Statements Act. The Report forms part of the Management’s Review in the Annual Report for 2024. This report is based on the Committee on Corporate Governance’s recommendations of December 2020 (entry into force for financial years starting January 1, 2021) (the “Recommendations”) and should be interpreted in accordance with applicable stock exchange regulations.

Corporate Governance

Genmab works diligently to improve its guidelines and policies for corporate governance, taking into account the recent trends in international and domestic requirements and recommendations. Genmab’s commitment to corporate governance is based on ethics and integrity and forms the basis of its effort to strengthen the confidence that existing and future shareholders, partners, employees and other stakeholders have in Genmab. The role of shareholders and their interaction with Genmab is important. Genmab believes that open and transparent communication is necessary to maintain the confidence of Genmab’s shareholders and achieves this through company announcements, investor meetings, company presentations and other information on Genmab’s website. Genmab is

committed to providing reliable and transparent information about its business, financial results, development programs and scientific results in a clear and timely manner.

All Danish companies listed on Nasdaq Copenhagen A/S (“Nasdaq Copenhagen”) are required to disclose in their annual reports how they address the Recommendations, applying the “comply-or-explain” principle.

Genmab follows the vast majority of the Recommendations, although a specific sub-area has been identified where Genmab’s corporate governance principles differ from the Recommendations:

The Recommendations provide that according to a company’s takeover contingency procedures, the board of directors abstains from countering any takeover bids by taking actions that seek to prevent the shareholders from deciding on the takeover bid, without the approval of the general meeting. Genmab does not have such a restriction in its takeover contingency procedures and retains the right in certain circumstances to reject takeover bids without consulting the shareholders. Genmab believes this provides the Board of Directors with the needed flexibility to best respond to takeover bids and to negotiate with bidders; retaining this flexibility helps the Board of Directors meet its objectives in protecting and creating value in the interest of the shareholders.

Actions will be determined on a case-by-case basis with due consideration of the interests of the shareholders and other stakeholders.

THE WORK AND COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors has at least eight scheduled meetings during the year of which at least four meetings are normally in person. During 2024, the Board of Directors held ten meetings (nine ordinary and one extraordinary), in addition to the informal ongoing communication between the board members and the Executive Management. Board duties include establishing policies for strategy, accounting, organization and finance, ensuring that adequate risk management and internal control procedures have been established, and the appointment of executive officers. Members of the Board of Directors are elected either by the General Meeting or by the employees of Genmab and its subsidiaries. Members of the Board of Directors elected by the shareholders at the General Meeting are elected for one-year terms, whereas members elected by the employees of the Genmab group are elected for three-year terms.

The Board of Directors is responsible for setting the overall strategy and goals for Genmab and monitoring the operations and results of Genmab. The Board of Directors also assesses Genmab’s capital and share structure and is responsible for approving share issues and the grant of warrants and RSUs. Relevant

¹ In Danish “Lovpligtig redegørelse for virksomhedsledelse jf. årsregnskabslovens § 107 b”

knowledge and professional experience are key criteria when nominating board members.

The Board of Directors supervises and ensures the achievement of our sustainability strategy and targets. The Board of Directors incorporates environmental, social and governance (ESG) and sustainability priorities into its governance decision-making process, receiving annual updates on the progress and status of our sustainability targets.

Additionally, the Board of Directors conducts an annual assessment of the skills necessary for its composition, focusing on, among other things, the expertise and skills relevant to Genmab's material impacts, risks and opportunities. To bring the disclosure of ESG competences in line with requirements under the EU Corporate Sustainability Reporting Directive (CSRD), ESG competences have been further detailed in the Appendix to this Report.

To ensure that the Board of Directors has access to other sources of expertise and that expertise within the Board of Directors is continuously updated and developed, including in relation to ESG and sustainability, training and other educational initiatives are arranged for the Board of Directors on a regular basis.

Members may stand for re-election for successive terms. The Board of Directors shall consist of not less than three and no more than nine members elected by the General Meeting.

The Board of Directors currently has nine members, six of whom are elected by shareholders at the General Meeting and three by employees in the Genmab group. The term of the six members elected by shareholders will expire in 2025 in accordance with the

one-year election term stipulated in Clause 12(2) of Genmab's Articles of Association. The term of the three members elected by the employees will also expire in 2025 in accordance with the three-year election term stipulated in Clause 12(3) of Genmab's Articles of Association. In accordance with Clause 12(3) of Genmab's Articles of Association, the Board of Directors has laid down internal rules for the election of employee representatives.

The following members have been elected to the Board of Directors:

- Deirdre P. Connelly (Chair)
- Pernille Erenbjerg (Deputy Chair)
- Rolf Hoffmann (Member)
- Elizabeth O'Farrell (Member)
- Paolo Paoletti (Member)
- Anders Gersel Pedersen (Member)
- Mijke Zachariasse (Member – employee-elected)
- Martin Schultz (Member – employee-elected)
- Takahiro Hamatani (Member – employee-elected)

Please see the Appendix for a description of the members' qualifications, including information about other executive functions and demanding organizational tasks, as well as matrices with board diversity, board skills and meeting attendance.

BOARD COMMITTEES

To support the Board of Directors in its duties, the Board of Directors has established and appointed a Compensation Committee, an Audit and Finance Committee, a Nominating and Corporate Governance Committee and a Scientific Committee.

These committees are charged with reviewing issues pertaining to their respective fields that are due to be considered at board meetings. During 2024, the committees held a total of 29 meetings.

Each committee annually conducts an evaluation of its work and reviews its charter. Written charters specifying the purpose, tasks, and responsibilities for each of the committees are available on Genmab's website www.genmab.com.

For information on committee members, diversity and skills and individual meeting attendance, please refer to the Appendix to this Report.

Audit and Finance Committee

The Audit and Finance Committee shall meet at least quarterly, or more frequently as circumstances dictate. During 2024, the Audit and Finance Committee held 12 meetings, in which the auditors were included in 10 of them.

The charter of the Audit and Finance Committee provides that the Audit and Finance Committee shall assist the Board of Directors with respect to the Board of Directors' responsibilities to ensure the effectiveness of the internal controls over financial and sustainability reporting and risk management systems as well as compliance with legal and regulatory requirements.

The Audit and Finance Committee shall furthermore assist the Board of Directors with the oversight of the financial and sustainability reporting process to ensure the quality, transparency, and integrity of the published financial and sustainability information. The Audit and Finance Committee's oversight responsibilities also include matters related to information technology systems, processes, and data, including the adequacy of security therefor, and assurance over sustainability reporting.

In addition, the Audit and Finance Committee shall assist the Board of Directors with the oversight of the

Internal Audit function and with the oversight of the independent auditor process, including recommending the appointment and assessing the performance and qualifications of the independent auditor and related fees. Genmab's independent auditors will meet with the Audit and Finance Committee at least once per year and report on matters arising from their audit work.

Moreover, the Audit and Finance Committee shall assist the Board of Directors with review and recommendation for approval or non-approval with respect to the financial considerations relating to leases, capital projects, licenses and M&A activities or divestitures; debt or equity transactions; changes in the financial policy or capital structure of Genmab; and changes in Genmab's investment policy.

The Audit and Finance Committee plays a lead role in the preparation of the mandatory auditor rotation. To ensure compliance with applicable European legislation, Genmab transitioned its audit firm to Deloitte after the audit for the year ended December 31, 2023.

The Board of Directors has elected the following members to the Audit and Finance Committee:

- Pernille Erenbjerg (Chair)
- Deirdre P. Connelly (Member)
- Rolf Hoffmann (Member)
- Elizabeth O'Farrell (Member)

Two members, including the Chair, have been designated as financial experts as defined by the U.S. Securities and Exchange Commission (SEC). Please refer to the Appendix to this Report for an overview of independence and financial experts.

Compensation Committee

The Compensation Committee shall meet at least twice a year. During 2024, the Compensation Committee held six meetings.

The charter for the Compensation Committee provides that the role of the Compensation Committee is to assist the Board of Directors with respect to the Board of Directors' responsibilities relating to compensation of the Executive Management and to oversee and advise the Board of Directors on the adoption of policies that govern Genmab's compensation programs, including equity-based programs and benefit plans.

The Compensation Committee makes proposals, for the approval of the Board of Directors, of a compensation report and recommendations to the Board of Directors regarding specific remuneration packages for each of the members of the Board of Directors as well as the Executive Management, including pension rights and any compensation payments. In addition, the Compensation Committee makes proposals, for approval by the Board of Directors, in respect of the Remuneration Policy to be proposed by the Board of Directors for adoption by the Annual General Meeting.

The Board of Directors has elected the following members to the Compensation Committee:

- Anders Gersel Pedersen (Chair)
- Deirdre P. Connelly (Member)
- Elizabeth O'Farrell (Member)
- Paolo Paoletti (Member)

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee shall meet at least twice a year and otherwise as the Nominating and Corporate Governance Committee deems appropriate. During 2024, the Nominating and Corporate Governance Committee held seven meetings.

The charter for the Nominating and Corporate Governance Committee provides that the role of the Nominating and Corporate Governance Committee is to identify, review, evaluate and recommend to the full Board of Directors candidates to serve as Genmab's board members as well as to make recommendations to the Board of Directors regarding affairs relating to Genmab's board members, including whether existing board members should be re-nominated.

The Nominating and Corporate Governance Committee shall furthermore evaluate the composition of Genmab's board committees and recommend board committee candidates to the Board of Directors. As part of this responsibility, the Nominating and Corporate Governance Committee reviews the core competencies and areas of expertise of the Board of Directors to ensure that the current skills reflect Genmab's strategy and the current market environment. To bring the disclosure of ESG competences in line with requirements under the EU Corporate Sustainability Reporting Directive (CSRD), the Board of Directors' ESG competences have been mapped against Genmab's material impacts, risks and opportunities and are further detailed in the Appendix to this Report. Also, other relevant competencies and areas of expertise are reflected in the board diversity and skills matrix included in the Appendix to this Report.

In addition, the Nominating and Corporate Governance Committee oversees the preparation and periodic review of a diversity policy for the Board of Directors' approval. The Nominating and Corporate Governance Committee also administers and oversees all aspects of Genmab's efforts related to corporate governance, corporate social responsibility (CSR), ESG and sustainability and makes recommendations to the Board of Directors regarding corporate governance, CSR, ESG and sustainability matters. This includes overseeing Genmab's climate strategy, progress toward carbon reduction targets, and relevant prevention and mitigation measures. For more details on Genmab's diversity and gender targets, including our policy on diversity, equity and inclusion for all Genmab employees, please refer to the Sustainability Statements for 2024, "Global Diversity, Equity & Inclusion Policy" in S1-1 and "Targets related to Diversity in the Workplace" in S1-5.

The Board of Directors has elected the following members to the Nominating and Corporate Governance Committee:

- Deirdre P. Connelly (Chair)
- Pernille Erenbjerg (Member)
- Anders Gersel Pedersen (Member)

Scientific Committee

The Scientific Committee shall meet at least twice a year or more frequently as the circumstances dictate. During 2024, the Scientific Committee held four meetings.

The charter for the Scientific Committee provides that the Scientific Committee shall provide input and advise

the Board of Directors on matters relating to Genmab's R&D strategy, including reviewing Genmab's pre-clinical and clinical product pipeline and the ranking thereof in view of Genmab's overall strategy and vision. The Scientific Committee shall furthermore provide advice on external opportunities related to Genmab's R&D strategy and pipeline.

The primary duties and responsibilities of the Scientific Committee are to review and discuss the pre-clinical and clinical product portfolio of Genmab, to review and discuss Genmab's R&D strategy and to review science and technology trends. In addition, the Scientific Committee shall provide strategic advice and make recommendations to the ongoing R&D programs, discuss and provide advice on the R&D capacity of Genmab and the organization thereof, and review and discuss Genmab's intellectual property strategies.

The Board of Directors has elected the following members to the Scientific Committee:

- Paolo Paoletti (Chair)
- Rolf Hoffmann (Member)
- Anders Gersel Pedersen (Member)

EXECUTIVE MANAGEMENT

The Executive Management is responsible for the day-to-day management of Genmab's activities, including all assignments that rest upon the Executive Management according to the Board of Directors and under Danish law. To ensure the organizational implementation of our strategy, the Executive Management has established a Global Leadership Team consisting of the Executive Management and a

selected group of senior vice presidents and vice presidents.

Genmab's Executive Management team consists of the following members:

- Jan G.J. van de Winkel (President and Chief Executive Officer)²
- Anthony Pagano (Executive Vice President and Chief Financial Officer)²
- Judith Klimovsky (Executive Vice President and Chief Development Officer)
- Tahamtan Ahmadi (Executive Vice President and Chief Medical Officer)
- Birgitte Stephensen (Executive Vice President and Chief Legal Officer)
- Christopher Cozic (Executive Vice President and Chief People Officer)
- Martine van Vugt (Executive Vice President and Chief Strategy Officer)
- Brad Bailey (Executive Vice President and Chief Commercial Officer)
- Rayne Waller (Executive Vice President and Chief Technical Operations Officer)

Five of the members of the Executive Management are based in the USA, two members are based in the Netherlands and two members are based in Denmark.

² Member of the Executive Management as registered with the Danish Business Authority

DESCRIPTION OF MANAGEMENT REPORTING SYSTEMS AND INTERNAL CONTROL SYSTEMS

As a publicly listed company, Genmab is required to have established procedures which provide a reasonable basis for management to make proper judgements as to Genmab's financial position. The Board of Directors and the Executive Management have the overall responsibility for Genmab's internal control and risk management systems in connection with financial reporting.

Genmab has utilized a top-down risk-based approach to comply with the EU directives on corporate governance, internal controls (compliance with US SOX) and risk management in which skilled employees from finance, operations and IT work closely together to ensure that the appropriate business processes, controls and procedures, and technology elements are reviewed. The overall framework and approach are based on the Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

The Board of Directors and Executive Management have established overall standards and guidelines to identify and monitor the risk that a significant error could occur in connection with the financial and sustainability reporting and have put procedures in place to ensure significant errors are prevented, detected, and corrected. Genmab's internal control and risk management systems are updated on an ongoing basis. Accordingly, Genmab has documented and designed an effective internal control environment providing reasonable assurance that Genmab's financial and sustainability reporting is timely, reliable and in accordance with International Financial Reporting Standards (IFRS).

The standards and guidelines include among others:

Formalized annual budget, forecasting and projection procedures;

Regular management reporting including:

Financial performance and financial position including analysis of cash flow and finance structure;

The comparison of budget, prior-year and actual performance;

Project management and cost control, identification of responsible project managers and regular project reporting and follow-up;

Review of potential claims and litigation;

Contract and collaboration agreement review and maintenance to ensure that all commitments, liabilities, and income are recorded; and

Review of critical accounting policies and estimates;

Schedule of Authorizations to ensure that Genmab expenditures and commercial authorizations are made only in accordance with the direction of the Executive Management and the Board of Directors of Genmab;

A group control function to monitor the monthly financial reporting and performance of subsidiaries and the group. The subsidiaries have their own appropriately qualified financial resources with extensive business and financial experience;

Detailed controls to ensure the completeness and accuracy of the accounting records of the Genmab Group including requirements for appropriate segregation of duties, requirements for the reconciliations and monitoring of transactions and documentation of controls and procedures; and

Detailed controls and procedures to ensure all reporting to Nasdaq Copenhagen are accurately and consistently presented in a timely manner in accordance with applicable stock exchange rules.

Compliance with group standards is supported by periodic management reviews and audits conducted by the Genmab Internal Audit Function of both the parent company and subsidiaries' controls and procedures. The results of these reviews are discussed with local management and summaries are submitted to the Audit and Finance Committee.

To ensure compliance with applicable laws and stock exchange requirements, it is Genmab's policy that all

disclosures made by Genmab to its shareholders, or the investment community, should be made on a timely basis and should be accurate, relevant and clear and fairly represent Genmab's actual situation. To this end, Genmab's Disclosure Committee assists the Board of Directors and the Executive Management in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by Genmab.

February 12, 2025

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
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1. Interaction with the Company's Shareholders, Investors and Other Stakeholders

1.1. Communication with the company's shareholders, investors and other stakeholders

1.1.1. **THE COMMITTEE RECOMMENDS** that the management through ongoing dialogue and interaction ensures that shareholders, investors and other stakeholders gain the relevant insight into the company's affairs, and that the board of directors obtains the possibility of hearing and including their views in its work.



Genmab communicates regularly to the shareholders via Nasdaq Copenhagen in the form of company announcements and investor news. Further, Genmab communicates through updated information on Genmab's website.

Genmab is also in dialogue with its shareholders, investors and other stakeholders by participating in investor meetings and company presentations, allowing the individual stakeholders to meet and communicate with the Company. The insight of the Board of Directors in this dialogue is ensured through the ongoing communication between the Board of Directors and the Executive Management.

The Board of Directors furthermore participates in investor meetings on an ad hoc basis, e.g. as part of regular corporate governance outreach campaigns to our shareholders, as well as their representatives, and proxy advisors, to gain insight into the perspective of our shareholders and to discuss their concerns. In 2024, these activities included outreach to proxy advisors and shareholders representing over 50% of the Company's outstanding share capital, followed by engagement with those proxy advisors and shareholders who accepted the invitation to engage in a dialogue.

Detailed lists of all company announcements and selected investor presentations are provided on Genmab's website.

1.1.2. **THE COMMITTEE RECOMMENDS** that the company adopts policies on the company's relationships with its shareholders, investors and if relevant other stakeholders in order to ensure that the various interests are included in the company's considerations and that such policies are made available on the company's website.



According to the Rules of Procedure for the Board of Directors, the identification of Genmab's key stakeholders and their main interests in relation to Genmab is among the specific duties performed by the Board of Directors.

According to the Rules of Procedure for the Board of Directors, the Board of Directors has established guidelines in accordance with

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
		<p>legal requirements governing the release of information by public companies.</p> <p>Genmab has an Investor Relations Policy, and the Board of Directors has adopted a Code of Conduct to ensure, amongst others, that the business at Genmab is carried out in accordance with Genmab's company core values. The Code of Conduct also reflects the standards of conduct we expect from our own people as well as our partners, vendors, suppliers and other third parties with whom we engage. Both the Investor Relations Policy and the Code of Conduct are available on Genmab's website.</p>
<p>1.1.3. THE COMMITTEE RECOMMENDS that the company publishes quarterly reports.</p>	<p><input checked="" type="checkbox"/></p>	<p>Genmab publishes quarterly reports.</p>
<p>1.2. The General Meeting</p>		
<p>1.2.1. THE COMMITTEE RECOMMENDS that the board of directors organizes the company's general meeting in a manner that allows shareholders, who are unable to attend the meeting in person or are represented by proxy at the general meeting, to vote and raise questions to the management prior to or at the general meeting. The Committee recommends that the board of directors ensures that shareholders can observe the general meeting via webcast or other digital transmission.</p>	<p><input checked="" type="checkbox"/></p>	<p>Genmab calls for the General Meeting with sufficient notice and with a detailed agenda. Also, notice is sent by electronic mail to all shareholders entered in Genmab's Register of Shareholders having so requested.</p> <p>In addition, Genmab aims to hold the Annual General Meeting at an accessible location and at a convenient time to provide easy access thereto.</p> <p>Prior to the General Meeting, Genmab allows for votes to be cast via the investor portal at Genmab's website, or by submission of proxy or postal voting forms. Shareholders can furthermore ask questions to the Executive Management prior to the General Meeting.</p> <p>The Board of Directors is authorized to convene general meetings as wholly virtual general meetings without physical attendance. The Board of Directors does, however, believe that a wholly virtual general meeting without physical attendance would only be a viable format if special circumstances, such as travel or assembly restrictions, hinder a physical general meeting and provided that shareholder participation rights can be ensured.</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
		Genmab's Annual General Meeting is transmitted live via a webcast on our website and a recording of the meeting is also available on our website after the Annual General Meeting.
1.2.2. THE COMMITTEE RECOMMENDS that proxies and postal votes to be used at the general meeting enable the shareholders to consider each individual item on the agenda.	<input checked="" type="checkbox"/>	Proxies and postal votes may be given to the Board of Directors in general or with respect to each individual item on the agenda for the General Meeting.
1.3 Takeover bids		
1.3.1. THE COMMITTEE RECOMMENDS that the company has a procedure in place in the event of takeover bids, containing a “road map” covering matters for the board of directors to consider in the event of a takeover bid, or if the board of directors obtains reasonable grounds to suspect that a takeover bid may be submitted. In addition, it is recommended that it appears from the procedure that the board of directors abstains from countering any takeover bids by taking actions that seek to prevent the shareholders from deciding on the takeover bid, without the approval of the general meeting.	<input checked="" type="checkbox"/>	Genmab's Nominating and Corporate Governance Committee has drawn up a takeover memorandum and guidelines, including contingency procedures, which are reviewed at least annually by the Board of Directors. Genmab retains the right in certain circumstances to reject takeover bids without consulting the shareholders. Genmab believes this provides the Board of Directors with the needed flexibility to best respond to takeover bids and to negotiate with bidders; retaining this flexibility helps the Board of Directors meet its objectives in protecting and creating value in the interest of the shareholders. Actions will be determined on a case-by-case basis with due consideration to the interests of the shareholders and other stakeholders.
1.4 Corporate Social Responsibility		
1.4.1. THE COMMITTEE RECOMMENDS that the board of directors adopts a policy for the company's corporate social responsibility, including social responsibility and sustainability, and that the policy is available in the management commentary and/or on the company's website. The Committee recommends that the board of directors ensures compliance with the policy.	<input checked="" type="checkbox"/>	The Board of Directors has adopted a corporate social responsibility policy that is available on Genmab's website. The Nominating and Corporate Governance Committee administers and oversees Genmab's corporate governance, CSR, ESG and sustainability efforts and provides recommendations to the Board of Directors on these matters. Additionally, the Audit and Finance Committee oversees Genmab's sustainability reporting and assurance.

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
		<p>To prepare CSR and ESG initiatives, Genmab has furthermore established an internal and cross-functional CSR Committee co-chaired by our Chief Executive Officer and our Senior Vice President, Global Communications & Corporate Affairs and with representatives from our human resources, legal, compliance & risk, investor relations, and research and development functions. The CSR Committee provides direction on sustainability and CSR strategy and associated policies, as well as ensures that activities are carried out effectively and communicated clearly and openly.</p> <p>The Board of Directors is informed about Genmab's work and progress within the fields of ESG, CSR and sustainability on an ongoing basis formally and at least once a year. The Board of Directors furthermore approves Genmab's sustainability reporting and ensures progress on the strategy and compliance with the corporate social responsibility policy. In addition, Genmab has adopted the Sustainability Accounting Standards Board (SASB) framework and follows its guidelines to disclose critical measurements on the environment, society and governance of relevance to our business operations. A link to Genmab's SASB ESG data tables can be found on the Company's website.</p>
<p>1.4.2. THE COMMITTEE RECOMMENDS that the board of directors adopts a tax policy to be made available on the company's website.</p>	<p><input checked="" type="checkbox"/></p>	<p>The Board of Directors has adopted a tax policy that is available on Genmab's website. The tax policy is reviewed at least annually.</p>

2. The Duties and Responsibilities of the Board of Directors

2.1. Overall tasks and responsibilities

<p>2.1.1. THE COMMITTEE RECOMMENDS that the board of directors in support of the company's statutory objects according to its articles of association and the long-term value creation considers the company's purpose and ensures and promotes a good culture and sound values in the company. The company should provide an account thereof in the management commentary and/or on the company's website.</p>	<p><input checked="" type="checkbox"/></p>	<p>The Board of Directors has endorsed Genmab's core purpose, which is available on the Company's website.</p> <p>As Genmab wants to promote ethical and compliant conduct in all aspects of our business, Genmab has adopted a Code of Conduct. The Code of Conduct is applicable to Genmab's Board of Directors, Executive Management, employees and contingent workers globally and seeks to engage and inspire our people to consider how their</p>
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Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
		<p>everyday activities should be conducted in a manner reflecting our core values of innovation, determination, integrity and teamwork. The Code of Conduct reflects the standards of conduct we expect from our own people as well as our partners, vendors, suppliers and other third parties with whom we engage. All employees, as well as all members of the Board of Directors, are required to complete annual training on the Code and attest to their compliance.</p> <p>The Code of Conduct is reviewed at least annually and is available on Genmab's website.</p>
<p>2.1.2. THE COMMITTEE RECOMMENDS that the board of directors at least once a year discusses and on a regular basis follows up on the company's overall strategic targets in order to ensure the value creation in the company.</p>	<input checked="" type="checkbox"/>	<p>The Board of Directors defines its most important tasks in accordance with the Rules of Procedure for the Board of Directors, as well as Genmab's overall strategic goals and value creation, at least once annually. An annual plan has been set up to ensure appropriate time for such discussions, which includes an annual board seminar to discuss and establish, among other things, Genmab's overall strategy, including how to drive future value creation. The key objectives of Genmab and progress thereon are accounted for in the Interim Reports.</p>
<p>2.1.3. THE COMMITTEE RECOMMENDS that the board of directors on a continuous basis takes steps to examine whether the company's share and capital structure supports the strategy and the long-term value creation in the interest of the company as well as the shareholders. The Committee recommends that the company gives an account thereof in the management commentary.</p>	<input checked="" type="checkbox"/>	<p>In accordance with the Rules of Procedure for the Board of Directors, the Board of Directors, among other things, assesses whether Genmab's overall financial position and capital resources are at all times appropriate in relation to the operation of Genmab and ensures that adequate risk management has been established. The Annual Report contains information on this assessment in the section Risk Management in the management commentary (also referred to herein as the "Management's Review") and in notes 4.1 and 4.2.</p>
<p>2.1.4. THE COMMITTEE RECOMMENDS that the board of directors prepares and on an annual basis reviews guidelines for the executive management, including requirements in respect of the reporting to the board of directors.</p>	<input checked="" type="checkbox"/>	<p>The Guidelines for Allocation of Powers between the Board of Directors and the Executive Management are reviewed annually by the Board of Directors to ensure, among others, that requirements for the Executive Management's timely, accurate and adequate reporting to, and communication with, the Board of Directors have been established. To guide this reporting and communication, an annual wheel has been prepared, which is reviewed regularly and at</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<p>least once a year, together with the Guidelines for Allocation of Powers.</p>		
<p>2.2. Members of the Board of Directors</p>		
<p>2.2.1. THE COMMITTEE RECOMMENDS that the board of directors, in addition to a chairperson, appoints a vice chairperson, who can step in if the chairperson is absent and who can generally act as the chairperson's close sparring partner.</p>	<p><input checked="" type="checkbox"/></p>	<p>The Board of Directors has appointed a Deputy Chair of the Board of Directors who shall exercise the authority of the Chair when the Chair is absent and act as an effective sparring partner for the Chair.</p> <p>The responsibilities and duties of the chairmanship are described in the Rules of Procedure for the Board of Directors.</p>
<p>2.2.2. THE COMMITTEE RECOMMENDS that the chairperson in cooperation with the individual members of the board of directors ensures that the members update and supplement their knowledge of relevant matters, and that the members' special knowledge and qualifications are applied in the best possible manner.</p>	<p><input checked="" type="checkbox"/></p>	<p>The Nominating and Corporate Governance Committee evaluates the skills the Board of Directors must have to best perform its tasks, as well as the skills, knowledge and experience of the individual members of the Board of Directors, as well as the balance thereof, on an ongoing basis.</p> <p>Once a year, the individual board members' contribution is evaluated in connection with the Board of Directors' annual self-assessment. As part of this self-assessment, the Board of Directors also assesses its composition and, based on the Company's current needs, the need for adding new skills, including whether there is a need for supplementary training of board members. Also, the board members' skills are mapped as part of the annual reporting and accounted for in the Appendix to this Report and on Genmab's website.</p> <p>The Chair plays a key role in ensuring that the board members' special knowledge and qualifications are being applied in the best possible way, e.g. by encouraging and supporting the board members in areas in which they possess special competencies.</p>
<p>2.2.3. THE COMMITTEE RECOMMENDS that if the board of directors, in exceptional cases, requests a member of the board of directors to take on special duties for the company, for instance, for a short period to take part in the daily management of the company, the board of directors should approve this in order to ensure that the board of directors maintains its independent overall management and control function. It is recommended that the company publishes</p>	<p><input checked="" type="checkbox"/></p>	<p>The Board of Directors has not so far asked the Chair or other board members to perform special tasks for Genmab. Notwithstanding this, the employee-elected board members do, of course, perform their day-to-day duties as employees of Genmab.</p> <p>Should the Board of Directors ask the Chair or other board members to perform such special tasks for Genmab, Genmab will ensure that</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
any decision on allowing a member of the board of directors to take part in the daily management, including the expected duration thereof.		the duties, including the expected duration thereof, will be documented in minutes from the relevant Board of Directors' meeting and that a company announcement is disclosed.

3. Composition, Organization and Evaluation of the Board of Directors

3.1. Composition

3.1.1. **THE COMMITTEE RECOMMENDS** that the board of directors on an annual basis review and in the management commentary and/or on the company's website states

- which qualifications the board of directors should possess, collectively and individually, in order to perform its duties in the best possible manner, and
- the composition of and diversity on the board of directors.



The Nominating and Corporate Governance Committee evaluates on an ongoing basis the skills, knowledge and experience that the Board of Directors must have, collectively and individually, to best perform its tasks, as well as the balance thereof. The details of this evaluation are reported to the Board of Directors at least annually. Proposals for the nomination/replacement of members of the Board of Directors are prepared in the light hereof and in accordance with the description of competencies, etc. in the Nominating and Corporate Governance Committee Charter.

The skills that the Board of Directors must have to best perform its tasks, as well as the special skills of the individual board members, are accounted for in the Annual Report. The diversity of the Board of Directors and the special skills of the individual board members are further accounted for on Genmab's website and in the Appendix to this Report.

3.1.2. **THE COMMITTEE RECOMMENDS** that the board of directors on an annual basis discusses the company's activities in order to ensure relevant diversity at the different management levels of the company and adopts a diversity policy, which is included in the management commentary and/or available on the company's website.



The Board of Directors regularly discusses Genmab's activities to ensure diversity and gives an account in the Management's Review in the Annual Report and on the website on how diversity is achieved. The Board of Directors has furthermore adopted a Global Diversity, Equity and Inclusion Policy, which is available on the Company's website.

Employment in Genmab is based on merit and is offered independent of race, color, ethnic, national or social origin, gender, religion, age, handicap, political opinion or sexual orientation.

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
		<p>Genmab is certain that a workforce with a high degree of diversity is a key prerequisite for innovation and a significant value for a successful international company. Genmab interprets diversity broadly to include, among others, social, educational and cultural background as well as national origin and gender and sexual diversity.</p> <p>The Annual Report contains information on the age, nationality, educational background and gender of each board member, the Executive Management, and key employees in the Management's Review.</p> <p>Genmab is proud that four of its nine members of the Board of Directors are female, including the Chair and Deputy Chair of the Board. Considering the Board of Directors' current composition, which constitutes equitable gender representation cf. guidelines from the Danish Business Authority, it is the aim of the Board of Directors to maintain an equitable gender representation in the Board of Directors.</p> <p>The Board of Directors will continue its efforts to ensure a balanced slate of male and female candidates is considered when board vacancies become available, while at the same time ensuring that the most qualified candidates are being nominated for election.</p> <p>Genmab has further adopted a policy for gender composition in the other management levels of Genmab, according to which it is the aim that women attain a representation at the other management levels of 40%, or, depending on the specific number of individuals to be included in the other management levels, the percentage that comes closest to 40% and which still constitutes an equal gender composition in accordance with the guidelines from the Danish Business Authority.</p> <p>For more details on Genmab's diversity and gender targets, including our policy on diversity, equity and inclusion for all Genmab employees, please refer to the Sustainability Statements for 2024, "Global Diversity, Equity & Inclusion Policy" in S1-1 and "Targets related to Diversity in the Workplace" in S1-5.</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<p>3.1.3. THE COMMITTEE RECOMMENDS that candidates for the board of directors are recruited based on a thorough process approved by the board of directors. The Committee recommends that in assessing candidates for the board of directors – in addition to individual competencies and qualifications – the need for continuity, renewal and diversity is also considered.</p>	<input checked="" type="checkbox"/>	<p>The Nominating and Corporate Governance Committee aims to continuously hold a broad composition of the Board of Directors containing members with relevant knowledge and experience in, among other areas, biotechnology, commercialization, ESG and sustainability, IT, cybersecurity, financial and managerial aspects relevant to Genmab’s business. In the light of the EU Corporate Sustainability Reporting Directive (CSRD), the Board of Directors’ ESG competences have furthermore been mapped against Genmab’s material impacts, risks and opportunities. The outcome of this mapping is included in the biographies in the Appendix to this Report.</p> <p>If there is a need for one or more new board candidates, a process will be initiated by the Nominating and Corporate Governance Committee with the assistance of external consultants. New board candidates will be endorsed by the Board of Directors before being recommended for election at the general meeting. The election of employee representatives is subject to internal guidelines laid down by the Board of Directors.</p> <p>The Board of Directors’ professional experience and the use of external consultants are believed to be adequate to ensure that the recruitment criteria are appropriate and that the best-suited candidates are identified with due consideration of the need for continuity, renewal and diversity.</p>
<p>3.1.4. THE COMMITTEE RECOMMENDS that the notice convening general meetings, where election of members to the board of directors is on the agenda - in addition to the statutory items - also includes a description of the proposed candidates’</p> <ul style="list-style-type: none"> ● qualifications, ● other managerial duties in commercial undertakings, including board committees, ● demanding organizational assignments and ● independence. 	<input checked="" type="checkbox"/>	<p>In accordance with the Rules of Procedure for the Board of Directors, the notice of the General Meeting to elect members is accompanied by a description of the background of the nominated candidates. This includes information on other managerial duties and demanding organizational assignments, if any. A description of the members’ qualifications, including information about other managerial duties and demanding organizational assignments, is furthermore included in the Appendix to this Report.</p> <p>The names of the board members who are regarded as independent persons are listed in the Annual Report. Also, the notice of the General Meeting contains information on whether new candidates for the Board of Directors are considered independent persons.</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<p>3.1.5. THE COMMITTEE RECOMMENDS that members to the board of directors elected by the general meeting stand for election every year at the annual general meeting, and that the members are nominated and elected individually.</p>	<input checked="" type="checkbox"/>	<p>According to Genmab's Articles of Association, board members elected by the General Meeting are up for election every year. Members of the Board of Directors are furthermore elected individually by the General Meeting.</p>
<p>3.2. The board of directors' independence</p>		
<p>3.2.1. THE COMMITTEE RECOMMENDS that at least half of the members of the board of directors elected in general meeting are independent in order for the board of directors to be able to act independently avoiding conflicts of interests.</p> <p>In order to be independent, the member in question may not:</p> <ul style="list-style-type: none"> ● be or within the past five years have been a member of the executive management or an executive employee in the company, a subsidiary or a group company, ● within the past five years have received large emoluments from the company/group, a subsidiary or a group company in another capacity than as member of the board of directors, ● represent or be associated with a controlling shareholder, ● within the past year have had a business relationship (e.g. personally or indirectly as a partner or an employee, shareholder, customer, supplier or member of a governing body in companies with similar relations) with the company, a subsidiary or a group company, which is significant for the company and/or the business relationship, ● be or within the past three years have been employed with or a partner in the same company as the company's auditor elected in general meeting, ● be a CEO in a company with cross-memberships in the company's management, ● have been a member of the board of directors for more than twelve years, or ● be closely related to persons, who are not independent, cf. the above-stated criteria. 	<input checked="" type="checkbox"/>	<p>Currently, five of the six members of the Board of Directors elected by the General Meeting, corresponding to 83.3%, are considered to be independent persons in accordance with the definition.</p> <p>As Anders Gersel Pedersen was first elected in November 2003, he has been a member of the Board of Directors for more than 12 years and is thus no longer considered independent under the Committee's definition. The Board of Directors does, however, believe that Anders Gersel Pedersen continues to add significant value to the Board of Directors due to his many years of experience as an executive, his significant insight in the pharmaceutical industry and his deep understanding of Genmab's technologies and product pipeline. Based on this and a careful review of Anders Gersel Pedersen's time commitments outside Genmab, as well as his attendance rate and engagement in the Board and board committee meetings, the Board of Directors will propose that Anders Gersel Pedersen be re-elected at the 2025 Annual General Meeting.</p> <p>As the three board members elected by Genmab employees are not considered to be independent persons, five of the aggregate number of nine members of the Board of Directors, corresponding to 55.6%, are considered to be independent persons.</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<p>Even if a member of the board of directors does not fall within the above-stated criteria, the board of directors may for other reasons decide that the member in question is not independent.</p>		
<p>3.2.2. THE COMMITTEE RECOMMENDS that members of the executive management are not members of the board of directors and that members retiring from the executive management do not join the board of directors immediately thereafter.</p>	<input checked="" type="checkbox"/>	<p>The members of Genmab’s Executive Management are not members of the Board of Directors. Furthermore, no members of the Board of Directors have previously been executive managers in Genmab.</p>
<p>3.3. Members of the board of directors and the number of other management functions</p>		
<p>3.3.1. THE COMMITTEE RECOMMENDS that the board of directors and each of the members on the board of directors, in connection with the annual evaluation, cf. recommendation 3.5.1., assesses how much time is required to perform the board duties. The aim is for the individual member of the board of directors not to take on more managerial duties than the board member in question is able to perform in a satisfactory manner.</p>	<input checked="" type="checkbox"/>	<p>The individual board members and the Nominating and Corporate Governance Committee assess and determine how much time is required to perform board duties on a case-by-case basis.</p> <p>The Board of Directors regularly evaluates – as part of the annual self-assessment and when nominating candidates for election or re-election to the Board of Directors – whether each board member or candidate has been and will continue to be able to allocate sufficient time and attention to perform his/her board duties in Genmab.</p> <p>Before recommending candidates for election or re-election to the Board of Directors, the Nominating and Corporate Governance Committee furthermore carefully reviews and assesses the proposed members’ current and planned time commitments outside Genmab, as well as reviews the attendance rate and engagement of each board member in the board meetings and relevant board committee meetings during their current term.</p>
<p>3.3.2. THE COMMITTEE RECOMMENDS that the management commentary, in addition to the statutory requirements, contains the following information on the individual members of the board of directors:</p> <ul style="list-style-type: none"> ● position, age and gender, ● competencies and qualifications relevant to the company, ● independence, ● year of joining the board of directors, 	<input checked="" type="checkbox"/>	<p>The name, age and gender of each board member are listed in the Annual Report and in the Appendix to this Report. Also, the Annual Report and the Appendix to this Report contain information on whether the board member is considered independent, the date of appointment to the Board of Directors, the expiry of the current election term, and the competencies and qualifications that are relevant to the Company of each board member, the board member’s board positions in other companies as well as the board members’ occupation and demanding organizational tasks in the</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<ul style="list-style-type: none"> • year of expiry of the current election period, • participation in meetings of the board of directors and committee meetings, • managerial duties in other commercial undertakings, including board committees, and demanding organizational assignments, and • the number of shares, options, warrants, etc. that the member holds in the company and its group companies and any changes in such holdings during the financial year. 		<p>section Board of Directors. A detailed matrix with information on attendance rates in board meetings and committee meetings is included in the Appendix to this Report, and information on holdings of shares, restricted stock units, etc. and any changes in such holdings during the year is provided in the Compensation Report. Transactions of the members of the Board of Directors in Genmab shares, restricted stock units, etc. are reported to the Danish Financial Supervisory Authority in accordance with current rules.</p> <p>Currently, Genmab's Annual Report states in the section Board of Directors when the individual members joined the Board of Directors, how long they have served, and when their election periods expire.</p>

3.4. Board committees

3.4.1. **THE COMMITTEE RECOMMENDS** that the management describes in the management commentary:

- the board committees' most significant activities and number of meetings in the past year, and
- the members on the individual board committees, including the chairperson and the independence of the members of the committee in question.

In addition, it is recommended that the board committees' terms of reference are published on the company's website.



The Board of Directors has established four committees: The Compensation Committee, the Audit and Finance Committee, the Nominating and Corporate Governance Committee and the Scientific Committee. The first part of this Report contains detailed information about the board committees and their activities as well as the names of the members of each committee, including the chairs of the committees. Information on member independence and the special competencies and qualifications of each board member is included in the Appendix.

Charters for Genmab's board committees are available at Genmab's website:

[Audit and Finance Committee Charter](#)

[Compensation Committee Charter](#)

[Nominating and Corporate Governance Committee Charter](#)

[Scientific Committee Charter](#)

3.4.2. **THE COMMITTEE RECOMMENDS** that board committees solely consist of members of the board of directors and that the majority of the members of the board committees are independent.



The four board committees consist solely of members of the Board of Directors and a majority of the committee members are considered independent. None of the employee-elected board members are elected to the committees.

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<p>3.4.3. THE COMMITTEE RECOMMENDS that the board of directors establishes an audit committee and appoints a chairperson of the audit committee, who is not the chairperson of the board of directors. The Committee recommends that the audit committee, in addition to its statutory duties, assists the board of directors in:</p> <ul style="list-style-type: none"> ● supervising the correctness of the published financial information, including accounting practices in significant areas, significant accounting estimates and related party transactions, ● reviewing internal control and risk areas in order to ensure management of significant risks, including in relation to the announced financial outlook, ● assessing the need for internal audit, ● performing the evaluation of the auditor elected by the general meeting, ● reviewing the auditor fee for the auditor elected by the general meeting, ● supervising the scope of the non-audit services performed by the auditor elected by the general meeting, and ● ensuring regular interaction between the auditor elected by the general meeting and the board of directors, for instance, that the board of directors and the audit committee at least once a year meet with the auditor without the executive management being present. <p>If the board of directors, based on a recommendation from the audit committee, decides to set up an internal audit function, the audit committee must:</p> <ul style="list-style-type: none"> ● prepare terms of reference and recommendations on the nomination, employment and dismissal of the head of the internal audit function and on the budget for the department, ● ensure that the internal audit function has sufficient resources and competencies to perform its role, and ● supervise the executive management's follow-up on the conclusions and recommendations of the internal audit function. 	<input checked="" type="checkbox"/>	<p>Genmab's Board of Directors has established an Audit and Finance Committee.</p> <p>In accordance with the Audit and Finance Committee Charter, the Chair of the Board of Directors is not Chair of the Audit and Finance Committee.</p> <p>It follows from the Audit and Finance Committee Charter that the committee assists the Board of Directors with the oversight of the accounting and financial and sustainability reporting principles and process to ensure the quality, transparency and integrity of the published financial and sustainability information. This includes helping ensure that the Company's accounting and reporting practices accord with all requirements and are of the highest quality, and that related party transactions are properly assessed before submitting a recommendation to the Board of Directors for approval or non-approval.</p> <p>The Audit and Finance Committee furthermore assists with the oversight of the appropriateness and effectiveness of the Company's internal controls over financial and sustainability reporting and risk management system, as well as the oversight of the operation of the Internal Audit function.</p> <p>The Audit and Finance Committee's oversight responsibilities also include matters related to information technology systems, processes and data, including the adequacy of security therefor, as well as assurance over sustainability reporting.</p> <p>Moreover, the Audit and Finance Committee reviews, on an annual basis, the performance of the independent auditors and the auditor fee and assists with the oversight of non-audit services. The committee also meets with the independent auditors in executive sessions, if needed, and facilitates the interaction between the independent auditor and the Board of Directors.</p> <p>The Audit and Finance Committee plays a lead role in the preparation of the mandatory auditor rotation. To ensure compliance with applicable European legislation, Genmab transitioned its audit firm to Deloitte after the audit for the year ended December 31, 2023.</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
		<p>An Internal Audit function was established in 2021.</p> <p>As part of the internal auditor process, the Audit and Finance Committee reviews and approves the Internal Audit Charter, the staffing, and organizational structure of the internal audit function to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company. The Audit and Finance Committee furthermore reviews and concurs in the appointment, replacement or dismissal of the Head of Internal Audit.</p> <p>Moreover, the Audit and Finance Committee reviews and discusses the internal auditor’s reporting to Executive Management and the Audit and Finance Committee and monitors management’s responsiveness to the internal auditor’s findings and recommendations.</p> <p>The members of the Audit and Finance Committee are:</p> <ul style="list-style-type: none"> ● Pernille Erenbjerg (Chair) ● Deirdre P. Connelly ● Rolf Hoffmann ● Elizabeth O’Farrell
<p>3.4.4. THE COMMITTEE RECOMMENDS that the board of directors establishes a nomination committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> ● describing the required qualifications for a given member of the board of directors and the executive management, the estimated time required for performing the duties of this member of the board of directors and the competencies, knowledge and experience that is or should be represented in the two management bodies, ● on an annual basis evaluating the board of directors and the executive management’s structure, size, composition and results and preparing recommendations for the board of directors for any changes, ● in cooperation with the chairperson handling the annual evaluation of the board of directors and assessing the individual management members’ competencies, knowledge, experience 	<input checked="" type="checkbox"/>	<p>The Nominating and Corporate Governance Committee Charter prescribes that this committee shall, among other things, evaluate, at least annually, (i) the size, performance, authority, operations, charter and composition of the Executive Management and the Board of Directors, including each standing board committee, (ii) the performance of each Executive Management, Board of Directors and committee member, and (iii) recommend to the Board of Directors any changes considered appropriate in the size, authority, operations, charter or composition of the Executive Management, the Board of Directors and the committees. The Nominating and Corporate Governance Committee reviews, in collaboration with the Compensation Committee, succession plans for members of the Executive Management.</p> <p>The Nominating and Corporate Governance Committee Charter prescribes the establishment of a process for the periodic review and assessment of the performance of the Board of Directors and board committees. During this process the committee seeks input from the</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<p>and succession as well as reporting on it to the board of directors,</p> <ul style="list-style-type: none"> ● handling the recruitment of new members to the board of directors and the executive management and nominating candidates for the board of directors' approval, ● ensuring that a succession plan for the executive management is in place, ● supervising executive managements' policy for the engagement of executive employees, and ● supervising the preparation of a diversity policy for the board of directors' approval. 		<p>Executive Management, the full Board of Directors and others, including whether, individually and collectively, the members of the Board of Directors provide the skills, knowledge and expertise appropriate for Genmab.</p> <p>The Nominating and Corporate Governance Committee also administers and oversees all aspects of Genmab's efforts related to corporate governance, CSR, ESG and sustainability matters and makes recommendations to the Board of Directors on these matters. This includes overseeing Genmab's climate-related financial risks and opportunities and Genmab's climate strategy, progress toward carbon reduction targets, and relevant prevention and mitigation measures.</p> <p>The Nominating and Corporate Governance Committee also oversees the preparation and periodic review of board documents, including the review of the Global Diversity, Equity and Inclusion Policy for the Board of Directors' approval.</p> <p>The members of the Nominating and Corporate Governance Committee are:</p> <ul style="list-style-type: none"> ● Deirdre P. Connelly (Chair) ● Pernille Erenbjerg ● Anders Gersel Pedersen
<p>3.4.5. THE COMMITTEE RECOMMENDS that the board of directors establishes a remuneration committee to perform at least the following preparatory tasks:</p> <ul style="list-style-type: none"> ● preparing a draft remuneration policy for the board of directors' approval prior to the presentation at the general meeting, ● providing a proposal to the board of directors on the remuneration of the members of the executive management, ● providing a proposal to the board of directors on the remuneration of the board of directors prior to the presentation at the general meeting, ● ensuring that the management's actual remuneration complies with the company's remuneration policy and the evaluation of the individual member's performance, and 	<input checked="" type="checkbox"/>	<p>The Compensation Committee Charter prescribes that this committee shall, among other things, make proposals for the approval of the Board of Directors prior to approval at the general meeting, on the compensation policy, including the overall principles of incentive pay schemes, for members of the Board of Directors and the Executive Management. The Committee should ensure that it receives information about the total amount of compensation that members of the Board of Directors and the Executive Management receive from other companies in the group.</p> <p>The Compensation Committee furthermore reviews and makes recommendations to the entire Board of Directors regarding the compensation structure for the Executive Management and members of the Board of Directors. Such recommendations shall be</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<ul style="list-style-type: none"> • assisting in the preparation of the annual remuneration report for the board of directors' approval prior to the presentation for the general meeting's advisory vote. 		<p>consistent with Genmab's compensation policy and the evaluation of the performance of the persons concerned.</p> <p>The Compensation Committee also oversees that the information in the Annual Report on the compensation of the Board of Directors and the Executive Management is correct, true and sufficient.</p> <p>Moreover, the Compensation Committee reviews and recommends to the Board of Directors a remuneration policy applicable for the Company in general and makes proposals, for the approval of the Board of Directors in connection with the Board of Directors' approval of the Annual Report, of a remuneration report.</p> <p>The members of the Compensation Committee are:</p> <ul style="list-style-type: none"> • Anders Gersel Pedersen (Chair) • Deirdre P. Connelly • Elizabeth O'Farrell • Paolo Paoletti

3.5. Evaluation of the board of directors and the executive management

3.5.1. **THE COMMITTEE RECOMMENDS** that the board of directors once a year evaluates the board of directors and at least every three years engages external assistance in the evaluation. The Committee recommends that the evaluation focuses on the recommendations on the board of directors' work, efficiency, composition and organization, cf. recommendations 3.1.-3.4. above, and that the evaluation as a minimum always includes the following topics:

- the composition of the board of directors with focus on competencies and diversity
- the board of directors and the individual member's contribution and results,
- the cooperation on the board of directors and between the board of directors and the executive management,
- the chairperson's leadership of the board of directors,
- the committee structure and the work in the committees,



No less than once a year, the Board of Directors evaluates its performance and achievements as well as the individual board members' respective work and results.

The Chair of the Board of Directors ensures that the Board of Directors performs regular assessments of its own performance to verify that the Board of Directors is capable of fulfilling its function and responsibilities, and that the outcome of such evaluations is discussed with the Board of Directors. When performing these evaluations external assistance is obtained every year.

The Board of Directors furthermore performs regular assessments of the Executive Management and of the collaboration between the parties to identify any areas in potential need of improvement. The collaboration is based on a natural element of control, but it is also characterized by interaction and teamwork for the purpose of developing and advancing Genmab. As Genmab is an innovative and dynamic company, it is especially important for the Board of

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<ul style="list-style-type: none"> the organization of the work of the board of directors and the quality of the material provided to the board of directors, and the board members' preparation for and active participation in the meetings of the board of directors. 		<p>Directors to liaise actively with the Executive Management in a respectful and trusting manner.</p> <p>In 2024, the Board of Directors' self-assessment consisted of a questionnaire survey facilitated by an external consultant. As part of the 2024 self-assessment, each board committee evaluated its role, mandate, responsibilities and the tasks carried out.</p> <p>The outcome of the Board of Directors' 2024 self-assessment was positive, with only minor areas for improvement identified. Overall, there was a high degree of satisfaction with the board meetings and the collaboration in the Board of Directors and very good feedback to the board committees and the Chair of the Board of Directors. The competencies in the Board of Directors were considered in general to be adequate and well-balanced, and the attention to strategy and organizational themes was perceived to be at the desired level. Also, there was a perception that there is a high level of compliance with legal responsibilities and good corporate governance principles. There was very good feedback to the Executive Management and the Chief Executive Officer and it was further concluded that the interface between the Board of Directors and the Executive Management continued to be very strong.</p>
<p>3.5.2. THE COMMITTEE RECOMMENDS that the entire board of directors discusses the result of the evaluation of the board of directors and that the procedure for the evaluation and the general conclusions of the evaluation are described in the management commentary, on the company's website and at the company's general meeting.</p>	<input checked="" type="checkbox"/>	<p>The Chair of the Board of Directors ensures that the Board of Directors discusses the result of the annual self-assessment. The procedure of the evaluation, as well as the conclusion, are described in both the management's commentary, on Genmab's website and at the Annual General Meeting.</p>
<p>3.5.3. THE COMMITTEE RECOMMENDS that the board of directors at least once a year evaluates the work and results of the executive management according to pre-established criteria, and that the chairperson reviews the evaluation together with the executive management. In addition, the board of directors should on a continuous basis assess the need for changes in the structure and composition of the executive management, including in respect of</p>	<input checked="" type="checkbox"/>	<p>The Executive Management and the Board of Directors have ongoing close collaboration, and there are regular discussions/meetings between the Chief Executive Officer and the Chair of the Board of Directors.</p> <p>The Chair of the Board of Directors sees that the collaboration between the Board of Directors and the Executive Management is evaluated annually at a meeting between Genmab's Chief Executive</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
diversity, succession planning and risks, in light of the company's strategy.		<p>Officer and the Chair of the Board of Directors and that the outcome of such meeting is presented to the Board of Directors.</p> <p>The responsibilities of the Compensation Committee include overseeing an evaluation of the performance of the Executive Management and reviewing goals and objectives of the Chief Executive Officer as well as evaluating the Chief Executive Officer's performance in light of these corporate objectives.</p> <p>Furthermore, the responsibilities of the Nominating and Corporate Governance Committee include evaluating skills, knowledge and experience of the individual members of the Executive Management as well as identifying and evaluating qualified candidates for service on the Executive Management.</p>

4. Remuneration of management

4.1. Remuneration of the board of directors and the executive management

4.1.1. **THE COMMITTEE RECOMMENDS** that the remuneration for the board of directors and the executive management and the other terms of employment/service is considered competitive and consistent with the company's long-term shareholder interests.



Genmab's Remuneration Policy has been designed to align the long-term interests of shareholders and the Company's Board of Directors and Executive Management and is intended to allow Genmab to position pay in a way that enables the Company to create compensation packages which are attractive internationally and, at the same time, in alignment with our values.

In 2023, the Annual General Meeting adopted enhancements to the compensation of Genmab's Executive Management, enabling the Company to offer more competitive compensation packages comparable to the compensation programs in other similar international biotech and biopharmaceutical companies in the U.S. and in Europe. The design of these enhancements was influenced by the robust discussions with and feedback from proxy advisors and our investors.

In 2024, the Annual General Meeting furthermore adopted a new Remuneration Policy containing enhancements to the direct compensation of Genmab's Board of Directors, allowing Genmab to

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
		<p>position pay in a way so that we can offer compensation for members of our Board of Directors which are attractive internationally and, at the same time, align with our company values and long-term shareholder interests. The enhancements were designed to align with compensation practice in our peer group and to accommodate the concerns raised by certain shareholders and proxy advisors.</p> <p>We believe that the Remuneration Policy allows us to position pay in a way so that we can offer compensation for members of our Executive Management and the Board of Directors which are attractive internationally and, at the same time, align with our company values and long-term shareholder interests. We are, however, also mindful that our compensation policies should keep evolving to incorporate governance best practices, and we therefore intend to propose enhancements to the shareholding requirements applicable to the Executive Management at the 2025 Annual General Meeting.</p> <p>For further details on the proposed amendments to the Remuneration Policy, please see the 2024 Compensation Report.</p>
<p>4.1.2. THE COMMITTEE RECOMMENDS that share-based incentive schemes are revolving, i.e. that they are periodically granted and that they primarily consist of long-term schemes with a vesting or maturity period of at least three years.</p>	<p><input checked="" type="checkbox"/></p>	<p>Share-based remuneration offered under Genmab's Remuneration Policy may only be in the form of RSUs. Share-based remuneration offered to ordinary employees in Genmab may, however, be in the form of RSUs and/or warrants. All share-based remuneration in Genmab is subject to a cliff vesting period and becomes fully vested after at least three years from the date of grant.</p>
<p>4.1.3. THE COMMITTEE RECOMMENDS that the variable part of the remuneration has a cap at the time of grant, and that there is transparency in respect of the potential value at the time of exercise under pessimistic, expected and optimistic scenarios.</p>	<p><input checked="" type="checkbox"/></p>	<p>The Remuneration Policy includes limitations on the variable components of the remuneration given to members of the Executive Management and sets requirements for clarity and measurability of forward-looking performance criteria, and the premise for calculation of the potential value when RSUs vest.</p>
<p>4.1.4. THE COMMITTEE RECOMMENDS that the overall value of the remuneration for the notice period, including severance payment, in connection with a member of the executive management's</p>	<p><input checked="" type="checkbox"/></p>	<p>In the event Genmab terminates the service agreements with a member of the Executive Management team without cause, Genmab is obliged to pay the Executive Management member his/her existing salary (including benefits) for one or two years after the end of the</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
<p>departure, does not exceed two years' remuneration, including all remuneration elements.</p>		<p>one-year notice period. Also, in the event of termination by Genmab (unless for cause) or by a member of the Executive Management as a result of a change of control of Genmab, Genmab is obliged to pay a member of Executive Management compensation equal to his/her existing total salary (including benefits and a bonus) for up to two years in addition to the notice period.</p> <p>In 2021, the Remuneration Policy was amended at the Annual General Meeting to specify that the total value of the remuneration relating to the notice period for new members of Executive Management cannot exceed two years of remuneration, including all components of the remuneration, as defined by the Recommendations. Termination payments are mentioned in Genmab's Annual Report in note 5.1.</p>
<p>4.1.5. THE COMMITTEE RECOMMENDS that members of the board of directors are not remunerated with share options and warrants.</p>	<p><input checked="" type="checkbox"/></p>	<p>Genmab's compensation of the board members includes restricted stock units (RSUs), which are considered a form of equity compensation. Equity compensation constitutes a common part of the compensation paid to members of the board of directors in competing international biotech companies, which is supported by a benchmark analysis conducted by an independent compensation consultant. To remain competitive in the international market and to be able to attract and retain qualified members of the Board of Directors, it is considered in the best interest of Genmab to follow this practice, which we believe is aligned to serve the shareholders' long-term interests.</p> <p>Since the introduction of the RSU program, we have emphasized in Genmab's Remuneration Policy that the vesting of RSU awards to members of the Board of Directors shall not be subject to fulfillment of forward-looking performance criteria. We believe that this ensures the Board of Directors' independence and supervisory function and makes the RSU awards to members of the Board of Directors more comparable with shares at market value, which does not contravene these recommendations. RSU awards to members of the Board of Directors are granted under the same program as RSUs granted to members of the Executive Management but with the distinct difference that RSU awards to members of the Board of Directors shall not be subject to fulfillment of forward-looking performance</p>

Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
		<p>criteria. For further details on the use of RSU awards to members of the Board of Directors, please see the Remuneration Policy.</p> <p>To address concerns raised by shareholders and their representatives that continued service as a vesting condition for RSU awards to members of the Board of Directors could be a disincentive for such members to express dissenting views, RSU awards to members of the Board of Directors are subject to pro-rated vesting upon termination of board services.</p>
<p>4.1.6. THE COMMITTEE RECOMMENDS that the company has the option to reclaim, in whole or in part, variable remuneration from the board of directors and the executive management if the remuneration granted, earned or paid was based on information, which subsequently proves to be incorrect, or if the recipient acted in bad faith in respect of other matters, which implied payment of a too large variable remuneration.</p>	<p><input checked="" type="checkbox"/></p>	<p>Genmab has adopted a Dodd-Frank Clawback Policy in accordance with the applicable provisions of The Nasdaq Stock Market LLC Listing Rules, applicable to certain erroneously awarded incentive-based compensation. In addition, Genmab shall be entitled to reclaim in full or in part, on the basis of generally applicable principles of Danish law, variable components of remuneration that were paid to the members of the Executive Management on the basis of data which proved to be misstated. The Board of Directors will keep emerging market practices under review.</p>

5. Risk management

5.1. Identification of risks and openness in respect of additional information

<p>5.1.1. THE COMMITTEE RECOMMENDS that the board of directors based on the company's strategy and business model considers, for instance, the most significant strategic, business, accounting and liquidity risks. The company should in the management commentary give an account of these risks and the company's risk management.</p>	<p><input checked="" type="checkbox"/></p>	<p>The Annual Report includes a risk management section where Genmab presents additional financial and non-financial strategic and business-related risks in its Annual Report, as deemed relevant or as required under Danish accounting legislation.</p> <p>In addition, Genmab has implemented the EU directives on corporate governance, internal controls and risk management and has thus designed, implemented and documented an effective internal control environment.</p> <p>Furthermore, an Enterprise Risk Management Program was launched in 2021 to enable a risk framework and shift to a more comprehensive, deliberate and coordinated approach. The</p>
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Recommendation	Genmab Complies Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/>	Genmab Complies/Does not Comply with the Recommendation due to the Following Reason:
		Enterprise Risk Management Plan is reviewed at least annually by the Board of Directors.
<p>5.1.2. THE COMMITTEE RECOMMENDS that the board of directors establishes a whistleblower scheme, giving the employees and other stakeholders the opportunity to report serious violations or suspicion thereof in an expedient and confidential manner, and that a procedure is in place for handling such whistleblower cases.</p>	<input checked="" type="checkbox"/>	<p>Genmab's first whistleblower scheme was adopted by the Board of Directors in 2010. In 2021, a new whistleblower scheme (Speak Up Policy) and hotline were introduced, enabling not only employees but also external stakeholders to speak up when they observe potential misconduct or have concerns about matters relating to Genmab's business. The Speak Up Policy is reviewed at least annually by the Board of Directors.</p> <p>The whistleblower scheme is administered by Genmab's Compliance & Risk function in accordance with an established procedure and is anchored in the Audit and Finance Committee with at least quarterly updates on significant matters.</p>

Appendix: Members of the Board of Directors



Deirdre P. Connelly

Female, Hispanic/American, 64

Board Chair (Independent, elected by the General Meeting); Chair of the Nominating and Corporate Governance Committee, Member of the Audit and Finance Committee and the Compensation Committee

First elected 2017, current term expires 2025

Special Competencies and Qualifications

Deirdre P. Connelly has more than 30 years' experience as a corporate leader and board member in publicly traded companies with global operations. She has comprehensive knowledge and experience with business conduct, business turnaround and product development and has successfully directed the launch of more than 20 new pharmaceutical drugs. As a former HR executive, Deirdre P. Connelly also has valuable insight in corporate culture transformation, talent development and managing large organizations. She furthermore has significant experience with the development of governance and other sustainability related responsibilities from various leadership roles and as a board member. Deirdre P. Connelly is former President of U.S. Operations of Eli Lilly and Company and former President, North America Pharmaceuticals for GlaxoSmithKline.

ESG Competencies: Social · Governance

Current Board Positions

Member: Lincoln Financial Corporation¹, Macy's Inc.²

1. Chair of Compensation Committee, Member of Audit Committee, Corporate Governance Committee and Executive Committee
2. Chair of Nominating and Corporate Governance Committee, Member of Compensation and Management Development Committee



Pernille Erenbjerg

Female, Danish, 57

Deputy Board Chair (Independent, elected by the General Meeting); Chair of the Audit and Finance Committee, Member of the Nominating and Corporate Governance Committee

First elected 2015, current term expires 2025

Special Competencies and Qualifications

Pernille Erenbjerg has broad executive management and business experience from the telecoms, media and tech industries. She has extensive expertise with business conduct and in operation and strategic transformation of large and complex companies, including digital transformations and digitally based innovation, and has been responsible for major transformation processes in complex organizations including M&A. Pernille Erenbjerg furthermore has significant IT and cybersecurity expertise and sustainability related experience from various executive and non-executive positions. She has a Certified Public Accountant background (no longer practicing) and has a comprehensive all-around background within finance, including extensive exposure to public and private equity and debt investors. Pernille Erenbjerg is former CEO and President of TDC Group A/S. Pernille Erenbjerg is an audit committee financial expert based on her professional experience, including her background within accounting, her service in senior finance leadership at TDC Group A/S and as an audit committee chair or member at other public companies.

ESG Competencies: Environmental · Social · Governance

Current Board Positions

Chair: KK Wind Solutions

Member: RTL Group¹, GlobalConnect

1. Chair of Audit Committee



Rolf Hoffmann

Male, German/Swiss, 65

Board Member (Independent, elected by the General Meeting); Member of the Audit and Finance Committee and the Scientific Committee

First elected 2017, current term expires 2025

Special Competencies and Qualifications

Rolf Hoffmann has more than 30 years' experience in senior management and as a board member in the life science industry worldwide. He has significant expertise with business conduct and in creating and optimizing commercial opportunities in global markets and has managed companies across multiple continents with multibillion P&L and cross-functional accountability. Rolf Hoffmann furthermore has knowledge and experience with governance, compliance and ensuring organizational efficiency from various management positions as well as from being a board member. Rolf Hoffmann has held a variety of sales and marketing and executive management positions with Eli Lilly and Company, and is former Senior Vice President, International Commercial Operations and former Senior Vice President, U.S. Commercial Operations with Amgen.

ESG Competencies: Environmental · Social · Governance

Current Position, including Managerial Positions

Adjunct Professor of Strategy and Entrepreneurship at University of North Carolina Business School

Current Board Positions

Member: Semdor Pharma, Sun Pharmaceutical Industries Ltd.¹

1. Member of Nomination and Remuneration Committee



Elizabeth O'Farrell

Female, American, 60

Board Member (Independent, elected by the General Meeting); Member of the Audit and Finance Committee and the Compensation Committee

First elected 2022, current term expires 2025

Special Competencies and Qualifications

Elizabeth O'Farrell has solid financial experience from her 25-year career in finance leadership roles and as a board member. During her career, she has led multiple strategy, planning and resource allocation processes in multiple roles and in cross-functional teams. Elizabeth O'Farrell has significant knowledge and expertise in business conduct and with driving paradigm changing contributions within finance and the enterprise through collaboration and influence. In addition to experience at Price Waterhouse and Whipple & Company Corporation, Elizabeth O'Farrell held various executive management positions at Eli Lilly and Company, including as former Chief Procurement Officer. Elizabeth O'Farrell is an audit committee financial expert based on her professional experience, including her service in senior finance leadership positions at Eli Lilly and as an audit committee chair or member at other public companies.

ESG Competencies: Social · Governance

Current Board Positions

Chair: PDL BioPharma¹

Member: LENSAR², Geron Corporation³, Karius²

1. Chair of Compensation Committee, Member of Audit Committee, Member of Cost Committee
2. Chair of Audit Committee
3. Chair of Audit Committee, Member of Strategic Committee



Paolo Paoletti, M.D.

Male, Italian/American, 74

Board Member (Independent, elected by the General Meeting); Chair of the Scientific Committee and Member of the Compensation Committee

First elected 2015, current term expires 2025

Special Competencies and Qualifications

Paolo Paoletti has extensive experience in research, development and commercialization in the pharmaceutical industry, where he has been responsible for the development of several medicines approved globally and the related global commercial strategies. As an executive, he has led cross-functional teams on the development and registration of medicines and has been responsible for all compliance aspects for the R&D organization. Paolo Paoletti has successfully conducted submissions and approvals of new cancer drugs and new indications in the U.S., in Europe and in Japan. He furthermore has significant experience with governance, including business conduct, from various leadership roles and as a board member. Paolo Paoletti is former Vice President of Oncology Clinical Development with Eli Lilly and Company, former President of GSK Oncology with GlaxoSmithKline and former CEO of GAMMADELTA Therapeutics.

ESG Competencies: Environmental · Social · Governance

Current Position, including Managerial Positions

Member of the Investment Committee for Apollo Therapeutics Limited
Scientific Advisor for 3B Future Health Fund

Current Board Positions

None



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

Male, Danish, 73

Board Member (Non-independent, elected by the General Meeting); Chair of the Compensation Committee and Member of the Scientific Committee and the Nominating and Corporate Governance Committee

First elected 2003, current term expires 2025

Special Competencies and Qualifications

Anders Gersel Pedersen has more than 30 years' board and management experience in publicly traded, international pharmaceutical and biotech companies. He has significant knowledge and expertise in discovery and development of the product pipeline from preclinical activities to post-launch marketing studies as well as solid business experience. Anders Gersel Pedersen furthermore has extensive experience with the global pharmaceutical market and has built comprehensive knowledge and insight in governance, including business conduct, and the development of other sustainability related responsibilities from various leadership roles and as a board member. Anders Gersel Pedersen is former Executive Vice President of Research & Development of H. Lundbeck.

ESG Competencies: Environmental · Social · Governance

Current Board Positions

Chair: Aelis Farma S.A.S.

Deputy Chair: Bavarian Nordic A/S¹

Member: Hansa Biopharma AB², Bond 2 Development GP Limited

1. Member of Finance, Risk and Audit Committee, Member of Science, Technology & Investment Committee
2. Chair of Scientific Committee, Member of Remuneration Committee



Mijke Zachariasse, Ph.D.

Female, Dutch, 51

Board Member (Non-independent, elected by the employees)

First elected 2019, current term expires 2025

Special Competencies and Qualifications

Mijke Zachariasse has broad experience in people and business management and expertise in building partnerships across sectors, research funding landscape, operational excellence and organizational strategy and change.

ESG Competencies: Environmental · Social · Governance

Current Position, including Managerial Positions

Vice President, Head of Antibody Research Materials at Genmab



Martin Schultz

Male, Danish, 49

Board Member (Non-independent, elected by the employees)

First elected 2022, current term expires 2025

Special Competencies and Qualifications

Martin Schultz has broad experience within clinical project management with a substantial understanding and knowledge of research and development. He furthermore has specific expertise in project management, strategic sourcing, vendor collaboration, contract and budget governance.

ESG Competencies: Social · Governance

Current Position, including Managerial Positions

Senior Director, Head of Development Business Partnership & Strategy at Genmab



Takahiro Hamatani

Male, Japanese, 50

Board Member (Non-independent, elected by the employees)

First elected 2022, current term expires 2025

Special Competencies and Qualifications

Takahiro Hamatani has over 20 years' experience in the pharmaceutical industry in various roles, including finance, sales, marketing and corporate strategy. He has extensive expertise in strategic business planning and finance business partnering, as well as experience in successful product launches, geographical expansions, and business development deals. Takahiro Hamatani has previously worked in International Operations at Takeda, supporting commercial operations in North and South America and is a Certified Public Accountant in the U.S.

ESG Competencies: Social · Governance

Current Position, including Managerial Positions

Senior Director, Head of Finance Japan at Genmab

Board Diversity and Skills Matrix

The table below provides an overview of the diversity in the Board of Directors and the directors' current mix of skills and experience.

Basic Information			Skills									
Director	Born	Gender and Nationality	Life Science Industry	Executive Experience	Financial/Risk	Legal/Governance	IT/Tech/Cybersecurity	ESG/Sustainability			International Markets	Scientific/R&D
								E	S	G		
Deirdre P. Connelly	Oct. 1960	Female, Hispanic/American	X	X	X	X			X	X	X	
Pernille Erenbjerg*	Aug. 1967	Female, Danish		X	X	X	X	X	X	X	X	
Rolf Hoffmann	May 1959	Male, German/Swiss	X	X	X	X		X	X	X	X	
Elizabeth O'Farrell*	Apr. 1964	Female, American	X	X	X	X			X	X	X	
Paolo Paoletti	Oct. 1950	Male, Italian/American	X	X		X		X	X	X	X	X
Anders Gersel Pedersen	Sep. 1951	Male, Danish	X	X		X		X	X	X	X	X
Mijke Zachariasse**	Aug. 1973	Female, Dutch	X					X	X	X		X
Martin Schultz**	Sep. 1975	Male, Danish	X						X	X		X
Takahiro Hamatani**	Mar. 1974	Male, Japanese	X		X				X	X	X	

* Audit Committee Financial Expert

** Employee-elected

Meeting Attendance in 2024

The table below provides an overview of the individual meeting attendance in board and committee meetings in 2024.

Director	First Elected	Term	Independence	Board of Directors (Ordinary meetings)	Board of Directors (Extraordinary meetings)	Audit and Finance Committee	Compensation Committee	Nominating and Corporate Governance Committee	Scientific Committee
Deirdre P. Connelly	2017	2025	Independent	9/9	1/1	12/12	6/6	7/7	–
Pernille Erenbjerg*	2015	2025	Independent	8/9	1/1	12/12	–	7/7	–
Rolf Hoffmann	2017	2025	Independent	9/9	1/1	11/12	–	–	4/4
Elizabeth O'Farrell*	2022	2025	Independent	9/9	1/1	12/12	6/6	–	–
Paolo Paoletti	2015	2025	Independent	8/9	1/1	–	4/6	–	4/4
Anders Gersel Pedersen	2003	2025	Not independent	9/9	1/1	–	6/6	7/7	4/4
Mijke Zachariasse**	2019	2025	Not independent	8/9	1/1	–	–	–	–
Martin Schultz**	2022	2025	Not independent	9/9	1/1	–	–	–	–
Takahiro Hamatani**	2022	2025	Not independent	9/9	1/1	–	–	–	–

* Audit Committee Financial Expert

** Employee-elected