Genmab A/S

Compensation Committee Charter

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I. PURPOSE

The primary role of the Compensation Committee ("the Committee") is to assist the Board of Directors ("the Board") with respect to its responsibilities relating to binding policy on and the implementation of decisions in relation to the compensation of the members of Genmab A/S' ("the Company") Executive Management ("the Management") and to oversee and advise the Board on the adoption of policies that govern the Company's compensation programs, including equity-based programs, incentives and benefit plans. The Management includes all officers registered with the Danish Business Authority.

II. COMPOSITION

The membership of the Committee shall consist of at least three directors, all of whom shall be non-executive directors, and the majority of the members shall meet the independence requirements established by the Board and applicable laws, regulations, corporate governance recommendations, and listing requirements (if any). The Board appoints the members of the Committee and the Committee chair. The Board may remove any member from the Committee at any time with or without cause.

III. OPERATIONS

The Committee shall meet at least three times a year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee may invite to its meetings any director, any member of the Management and such other persons as it deems appropriate in order to carry out its responsibilities. The Executive Vice President & Chief People Officer serves as secretary to the Committee and ensures that minutes of all its proceedings are taken. The Committee chair will report on the Committee's actions and activities at the next ordinary meeting of the Board provided that in so doing this does not create any conflicts of interest or would otherwise be inappropriate. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum as are applicable to the Board. The Committee shall make decisions only by unanimous consent. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this charter, (b) any provision of the Articles of Association of the Company, or (c) the laws of the jurisdiction of the Company's organization. The Chief Executive Officer will usually attend and contribute to meetings of the Committee at the invitation of the Chair but may not be present during deliberations concerning the CEO's compensation.

IV. AUTHORITY

The Committee has authority to, in its sole discretion, retain, terminate, obtain advice from and oversee the work of outside counsel, compensation consultants retained to assist the Committee in determining the compensation of the Chief Executive Officer or other members of the Management, or other experts or consultants, as it deems appropriate, including authority to approve the firms' fees and other retention terms. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to outside counsel, compensation consultants or other experts retained by the Committee and for payment of any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may select or receive advice from outside counsel, compensation consultant or other expert only after taking into consideration the following factors:

- The provision of other services to the Company by the (legal or natural) person that employs the outside counsel, compensation consultant or other expert;
- The amount of fees received from the Company (as a percentage of their total revenue) by the person that employs the outside counsel, compensation consultant or other expert;
- The policies and procedures of the person that employs the outside counsel, compensation consultant or other expert that are designed to prevent conflicts of interest;
- Any business or personal relationship of the outside counsel, compensation consultant or other expert with a member of the Committee, which shall be disclosed in advance by the members of the Committee;
- Any shares of the Company owned by the outside counsel, compensation consultant or other expert; and
- Any business or personal relationship of the outside counsel, compensation consultant, other expert or the person employing them with a member of the Management.

The Committee is required to conduct the independence assessment outlined above with respect to any outside counsel, compensation consultant or other expert that provides advice to the Committee. However, such outside counsel, compensation consultant or other expert retained by the Committee does not need to be independent as long as the Committee considers (i) the independence factors outlined above before selecting, or receiving advice from, such compensation adviser, and (ii) the potential impact and safeguards to reduce the risk of conflicts of interest.

In addition, the Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of members of the Management or the Board, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based

on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

Any communication between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communication of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communication.

The Committee may form and delegate authority to subcommittees and may delegate authority to designated member(s) of the Committee.

The Committee shall not consult with the same external compensation advisers as the Management.

V. RESPONSIBILITIES

The principal responsibilities and functions of the Compensation Committee are as follows:

- Review the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of members of the Management, (b) the motivation of members of the Management to achieve the Company's business objectives, and (c) the alignment of the interests of key leadership with the long-term interests of the Company's shareholders.

- Review trends in management compensation and oversee the development of new compensation plans.

- Make proposals, for the approval of the Board prior to the presentation at the general meeting as often as is required by law, on the Company's remuneration policy, including the overall principles of incentive pay schemes, for members of the Board and the Management ("the Remuneration Policy"). The Committee shall ensure that it receives information about the total amount of compensation that members of the Board and the Management receive from other companies in the group.

- Review and make recommendations to the entire Board regarding the compensation structure for members of the Management and for any other individuals paid commensurately with the members of the Management. For members of the Management, such recommendations shall be consistent with the Remuneration Policy and the evaluation of the performance of the persons concerned.

- The Committee shall have the discretion to discuss and provide advice to the Board on any matters within the scope of this Charter as they relate to members of the Executive Committee. This may include, but is not limited to, matters concerning compensation, performance evaluation, development, and succession planning. Such discussions and advice shall be guided by the same principles applicable to the Management, including the Remuneration Policy.

- Review and make recommendations to the entire Board on the remuneration of the Board prior to the presentation at the general meeting.

- Oversee an evaluation of the performance of the members of the Management and discuss the annual compensation, including salary, bonus, incentive and equity compensation, for the members of the Management.

- Review goals and objectives of the Company's Chief Executive Officer (CEO), evaluate CEO performance in light of these corporate objectives, and make recommendations concerning CEO compensation consistent with Company philosophy. The CEO will be reviewed by the Committee. The results of the annual CEO evaluation will be considered when recommending CEO salary and other compensation to the Board.

- Review compensation packages and service agreements for members of the Management and termination packages for members of the Management.

- Ensure that the Management's compensation (and the implementation of decisions in relation to the Management's compensation) complies with the Remuneration Policy and the evaluation of the individual member's performance.

- Annually review whether shareholding requirements applicable to the members of the Board and the Management, as set out in the Remuneration Policy and their service agreements, if applicable, are being adhered to.

- Receive and consider at least annually a report on the Company's approach to all-employee compensation programs, including equity-based programs and benefit plans and personnel appointments and practices.

- Review and discuss with the Board and the members of Management plans for managers development and corporate succession plans for the members of the Management other than the CEO. The Committee will review the development and corporate succession plans to ensure that they are aligned with, and supported by, the Company's compensation programs.

- Review and make recommendations concerning long-term incentive compensation plans, including the use of equity-based plans, the selection of performance measures, the setting of performance targets and the assessment of performance against those targets.

- Periodically review the Company's policies relating to claw-back of incentive awards and confirm that such policies continue to be appropriate.

- Review periodic reports from Management on matters relating to the Company's personnel appointments and practices.

- To the extent that the Remuneration Policy includes incentives that are linked to sustainability matters, the Committee shall at least annually review and make recommendations for

sustainability-related key performance indicators. The review and recommendations shall take into account relevant factors, such as the key characteristics, impacts, targets and metrics of such sustainability-related incentives as well as the proportion of the variable remuneration that is based on sustainability-related targets and/or impacts.

- At least annually review the performance of the members of the Management and the Board, in respect of the key performance indicators linked to sustainability matters (if any) in accordance with the Remuneration Policy.

- At least annually review and make recommendations for the approval of the Board about changes to the charter of the Committee.

- Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations for the approval of the Board.

- Oversee that the information in the annual report on the compensation of the Board and the members of the Management is correct, true and sufficient.

- Make proposals, for the approval of the Board in connection with the Board's approval of an annual report (including the Company's sustainability report), of a compensation report in accordance with the relevant legislative, regulatory and corporate governance requirements. The final compensation report as approved by the Board shall be published on the Company's website and presented to the general meeting for an advisory vote every year.

Adopted by the Board of Directors on June 11, 2026.