
# Annual General Meeting

Copenhagen, Denmark

March 17, 2016

Genmab


# Welcome

Mats Pettersson
Chairman of the Board

Genmab


# Chairman of the AGM

Jørgen Kjergaard Madsen

Genmab


# Introduction

Mats Pettersson
Chairman of the Board

Genmab

# Forward Looking Statement

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

# Our Motivation and Purpose

**Our Motivation:**
We are driven to build a sustainably profitable business that can improve the quality of life for cancer patients

**Our Core Purpose:**
To improve the lives of patients by creating and developing innovative antibody products

# The Story of Daratumumab

# Key Achievements 2015

## DARZALEX® (daratumumab)

- **US approval in double-refractory MM & first commercial sale**
- EU regulatory submission in double-refractory MM granted accelerated assessment
- Positive Phase II data in double-refractory MM
- Enrollment complete in two Phase III studies (Pollux & Castor)

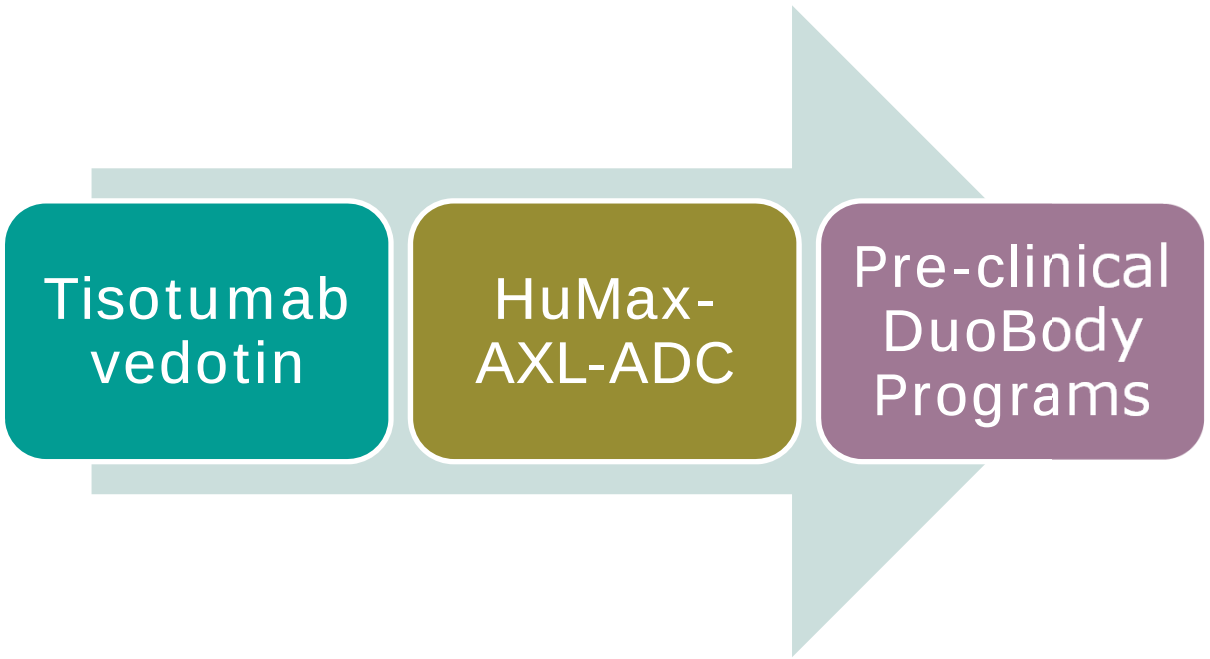
## Arzerra® (ofatumumab)

- US & EU regulatory submissions in maintenance CLL – US approval Jan. 2016
- Positive Phase III data in relapsed CLL
- Collaboration transferred from GSK to Novartis

## Other Key Highlights

- Encouraging preliminary Phase I data for tisotumab vedotin (HuMax®-TF-ADC)
- DuoBody® commercial collaborations with Novo Nordisk, Aduro Biotech & BioNTech
- Progress in DuoBody commercial collaboration with Janssen
- Acquired rights to antibodies & IP from iDD Biotech & BMS
- Improved operating result by DKK 465M vs 2014

# Building the Genmab of the Future




## Vision 2025

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


# Building a Robust Pipeline for Future Success

Jan van de Winkel, PhD

President & Chief Executive Officer

Genmab

# Transforming Cancer Treatment

## Focus

- Differentiated antibodies
- Treatment of cancer

## Products


- DARZALEX® approved by FDA
- Arzerra® on the market
- 5 other antibodies in clinical studies
- Innovative pre-clinical pipeline

## Technologies

- DuoBody® platform
- HexaBody® technology

## Partnerships

- Leverage our technologies
- Strategic collaborations with pharma & biotech

# Daratumumab (Marketed as DARZALEX™)

## Approved in US as Fourth Line Treatment for MM Patients

**First-in-class antibody targeting CD38**

- First antibody approved in multiple myeloma (MM)
- First CD38 antibody approved
- Approved in US in only 4 months
- MAA filed with EMA Sept. 2015, accelerated assessment
- Expansive development in MM & potential in other indications
- Licensed to Janssen Biotech – no costs for Genmab

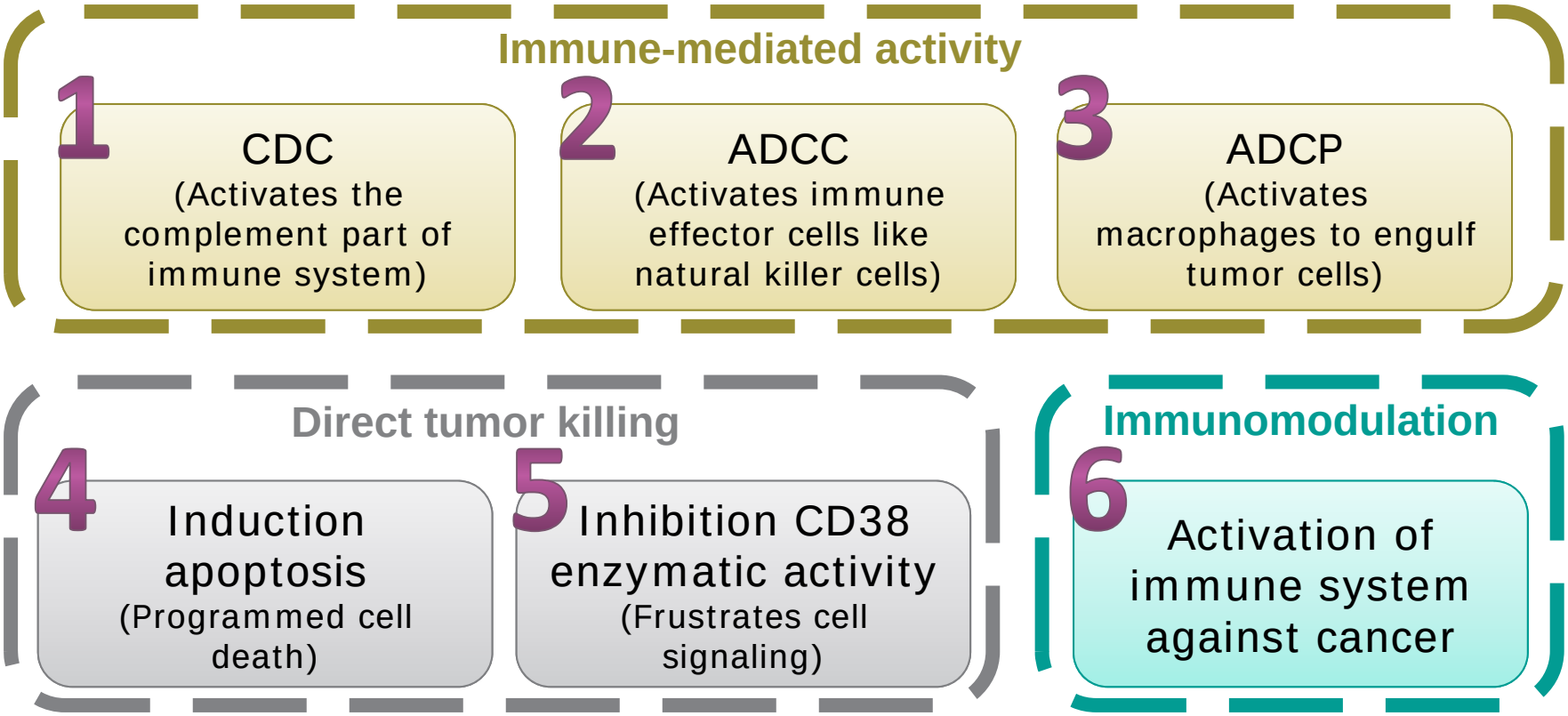
# Expansive Daratumumab Clinical Development

| Indication | Disease Stage | Therapy | No. Pts* | Development Phase |
|---|---|---|---|---|
| | | | | I / I/II / II / III |
| Multiple Myeloma** | High Risk Smoldering | Mono | 120 | SMM2001 (Centaurus) |
| | Front line (transplant & non-transplant) | Dara + VMP | 700 | MMY3007 (Alcyone) |
| | | Dara + Revlimid + Dex | 730 | MMY3008 (Maia) |
| | | Dara + VTD | 1,080 | MMY3006 (Cassiopeia) |
| | | Multi combo Study (6 arms) | 190 | MMY1001 (Equuleus) |
| | Relapsed or Refractory | Dara + Revlimid + Dex | 45 | GEN503 |
| | | Dara + Revlimid + Dex | 570 | MMY3003 (Pollux) |
| | | Dara + Velcade + Dex | 480 | MMY3004 (Castor) |
| | | Dara +Vel+Dex, Japan | 6 | MMY1005 |
| | | Subcutaneous | 128 | MMY1004 |
| NHL (DLBCL / MCL / FL) | Relapsed or Refractory | Mono | 210 | LYM2001 (Carina) |
| | | **Total:** | **>4,200** | |

*Approx. no. based on clinicaltrials.gov **Maintenance integrated into some study protocols

VMP = bortezomib & melphalan-prednisone  VTD = bortezomib, thalidomide & dexamethasone

# How Does Daratumumab Work?



# Arzerra® (ofatumumab)

## Marketed globally in certain types of CLL*

- Human antibody targeting CD20 on cancerous B-cells
- Approved in chronic lymphocytic leukemia (CLL)*
  - US 1st Line CLL in combo w/ chlorambucil
  - EU 1st Line CLL in combo w/ chlorambucil or bendamustine
  - US recurrent and progressive CLL extended treatment
  - Major markets: fludarabine and alemtuzumab refractory CLL
- EU reg. subm. for maintenance therapy relapsed CLL
- US & EU reg. subm. in combo w/fludarabine & cyclophosphamide for relapsed CLL
- Phase III trials ongoing in CLL & FL
- Relapsing MS Phase III studies announced
- Licensed by Novartis – no costs to Genmab

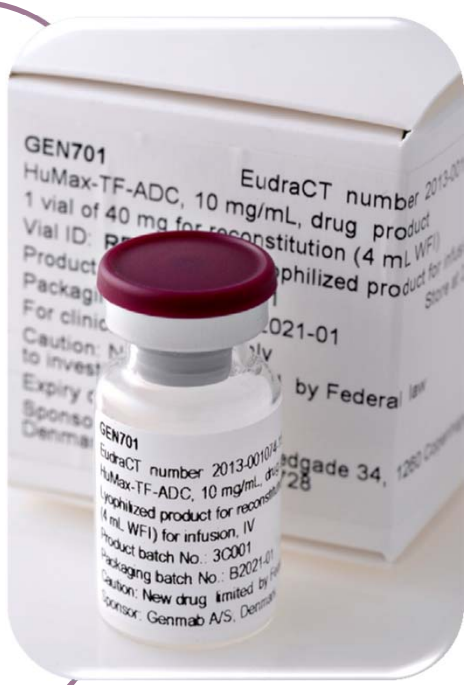

*In US: approved in combination with chlorambucil for the treatment of previously untreated patients with CLL for whom fludarabine-based therapy is considered inappropriate as well as for the treatment of patients with CLL refractory to fludarabine and alemtuzumab. Arzerra is approved for extended treatment of patients who are in complete or partial response after at least two lines of therapy for recurrent or progressive CLL. In EU: approved in combination with chlorambucil or bendamustine for the treatment of patients with CLL who have not received prior therapy and who are not eligible for fludarabine-based therapy, as well as for the treatment of patients with CLL refractory to fludarabine and alemtuzumab.

# Tisotumab vedotin: Next Generation Therapeutic

## Phase I/II & Phase I studies in Patients with Solid Tumors

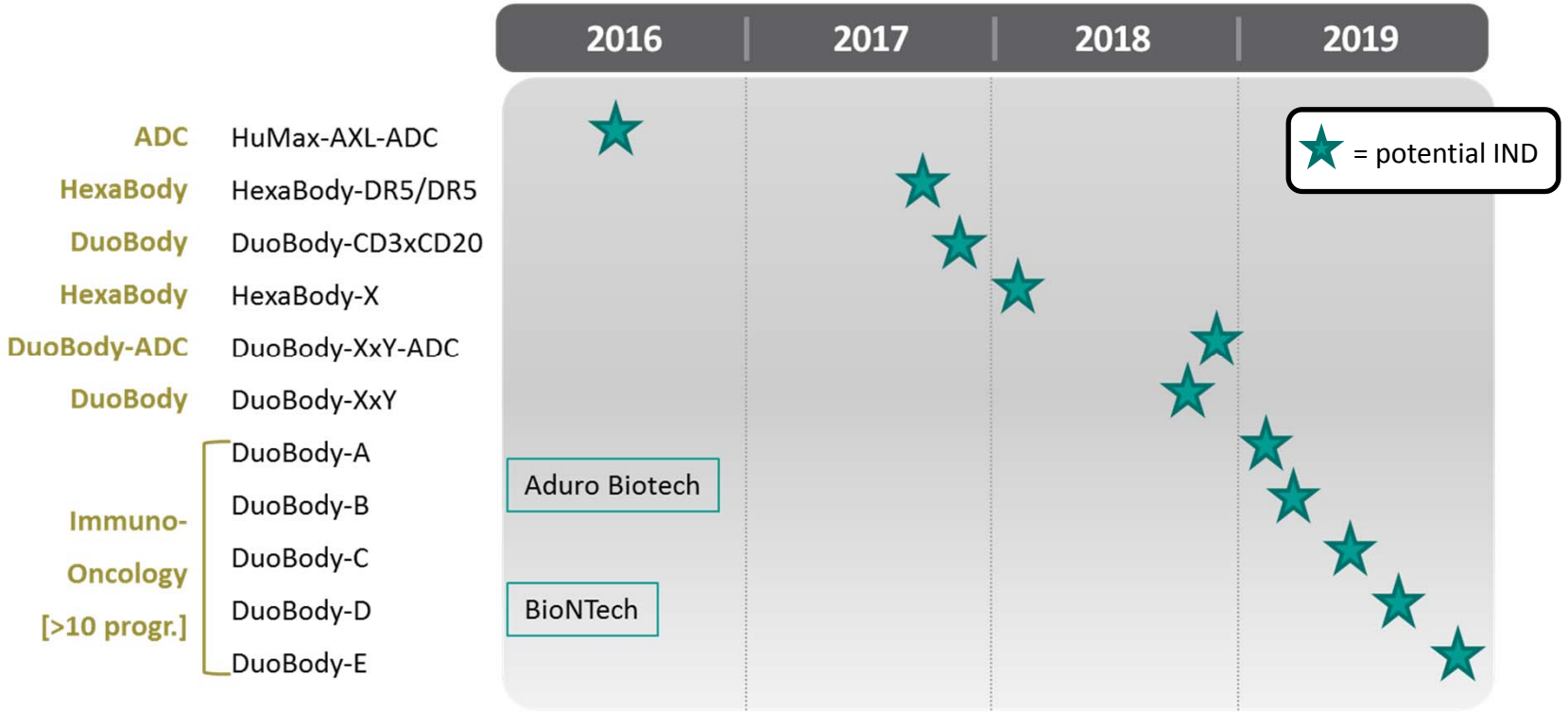
**Fully human antibody-drug conjugate**

- Targets tissue factor (TF)
- Strong pre-clinical data in multiple solid cancers
- Two ongoing studies in 8 solid tumor types
- Encouraging preliminary evidence of efficacy in first clinical study
- Collaboration: Seattle Genetics opt-in (after Phase I)



# Genmab Proprietary Knock-Your-Socks-Off Pipeline

## Efficient IND Engine




Pre-clinical pipeline targeting at least 4 leapfrog INDs in next 4 years

# Progressing Our Proprietary Technologies

## Creating Truly Differentiated Products

### DuoBody

- Bispecific antibody platform
- Potential in cancer, autoimmune, infectious & central nervous system diseases
- New collaborations in 2015 with Aduro Biotech Europe, BioNTech, Novo Nordisk
- First DuoBody product in clinical development under collaboration with Janssen

### HexaBody

- Enhanced potency antibody technology platform
- Broadly applicable technology builds on natural antibody biology
- Pre-clinical proof-of-concept achieved
- New research collaboration with Agenus in 2015

# 2016 Goals: Maximizing Product Portfolio Value

| Priority | ✓ | Targeted Milestone |
|---|---|---|
| Maximize daratumumab progress | | » Launch DARZALEX® in US and other approved territories<br>» CHMP decision on monotherapy application<br>» Phase III multiple myeloma (MM) interim efficacy analysis in relapsed / refractory MM settings [Pollux and Castor trials]<br>» File for label in relapsed / refractory settings if results of interim analyses are favorable<br>» Start multiple clinical trials in MM and non-MM indications<br>» Report initial clinical data non-MM indications |
| Optimize ofatumumab value | <br>✓<br>✓ | » Start Phase III sc autoimmune trials<br>» Regulatory decision for CLL maintenance<br>» File for label in relapsed CLL<br>» Phase III refractory follicular lymphoma (FL) interim efficacy data |
| Strengthen differentiated product pipeline | | » Phase I tisotumab vedotin additional data<br>» IND for HuMax-AXL-ADC and start clinical trial<br>» Progress HexaBody-DR5/DR5 program<br>» Progress pre-clinical DuoBody & HexaBody projects |
| Broaden partnership portfolio with next generation technologies | | » Sign new / expanded DuoBody & HexaBody collaborations<br>» Progress partnered programs<br>» New IND filings |
| Disciplined financial management | | » Selectively invest to progress and broaden differentiated product pipeline |

# On Track to a Sustainably Profitable Future

Two products on the market
- DARZALEX & Arzerra

Robust differentiated product pipeline
- 7 products in clinical development
- Innovative pre-clinical pipeline

Proprietary technologies
- DuoBody & HexaBody

Partnerships → Product ownership
- Well capitalized

Positioned for success
- For patients & shareholders


# 2015 Financial Results

David A. Eatwell

EVP & Chief Financial Officer

Genmab

# 2015 Financial Highlights

- Highest ever revenue – up 33%
- Flat expenses - 5th year in a row
- Highest ever operating result – 3rd year of profitability
- Very well capitalized – DKK 3.5 billion cash position
- Well position to increase investment in our pipeline – to create more value

# Year Ended December 31

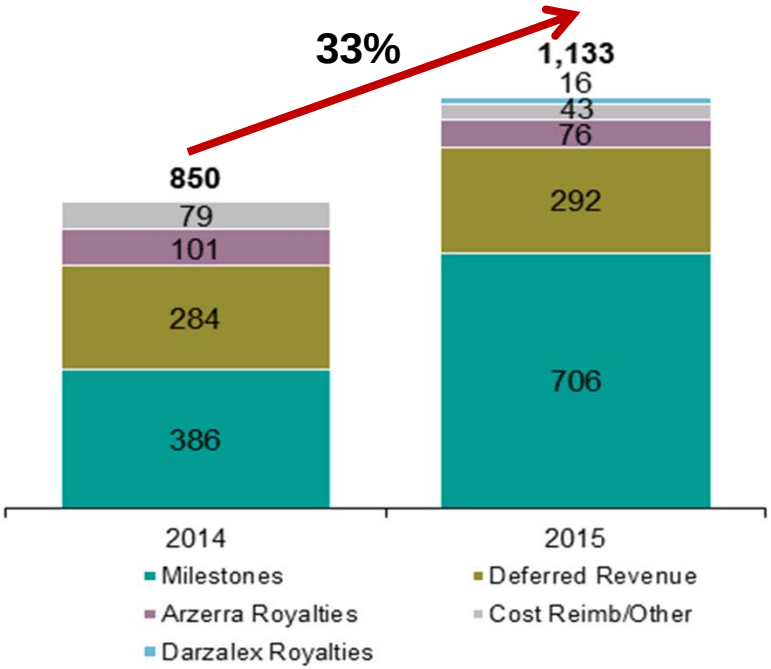
## Income Statement

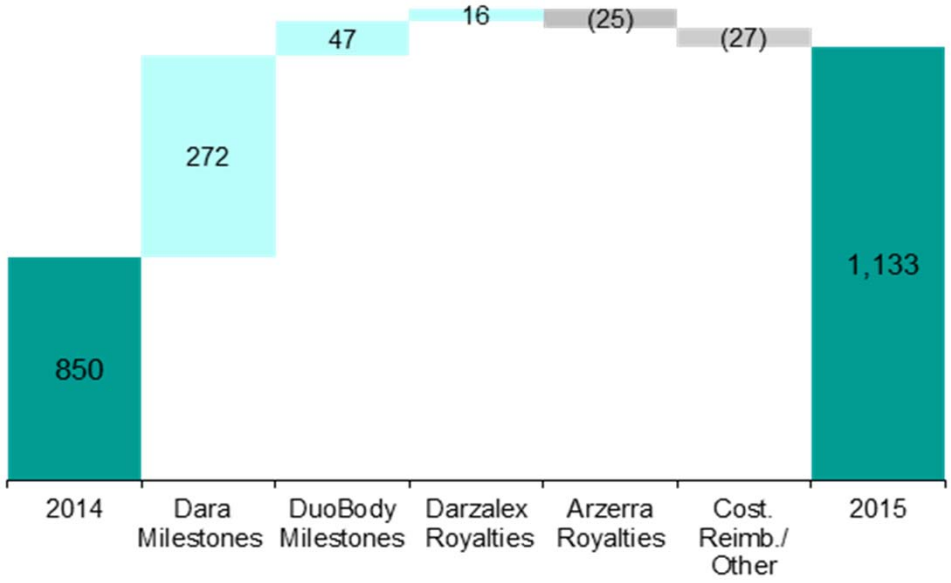
| | 2014 | 2015 | Change |
|---|---|---|---|
| | DKK millions | | |
| Revenue | 850 | 1,133 | 283 |
| R&D Costs | (506) | (488) | 18 |
| G&A Expenses | (79) | (91) | (12) |
| Operating Expenses | (585) | (579) | 6 |
| Other Income | - | 176 | 176 |
| Operating Result | 265 | 730 | 465 |
| Net Financial Items & Tax | 36 | 34 | (2) |
| Net Result | 301 | 764 | 463 |

## Cash Position*

| | |
|---|---|
| **End of 2014** | **2,661** |
| Warrant exercise | 643 |
| Other increase | 189 |
| End of 2015 | 3,493 |

# Revenue 2015 vs. 2014 – Year Ended December 31

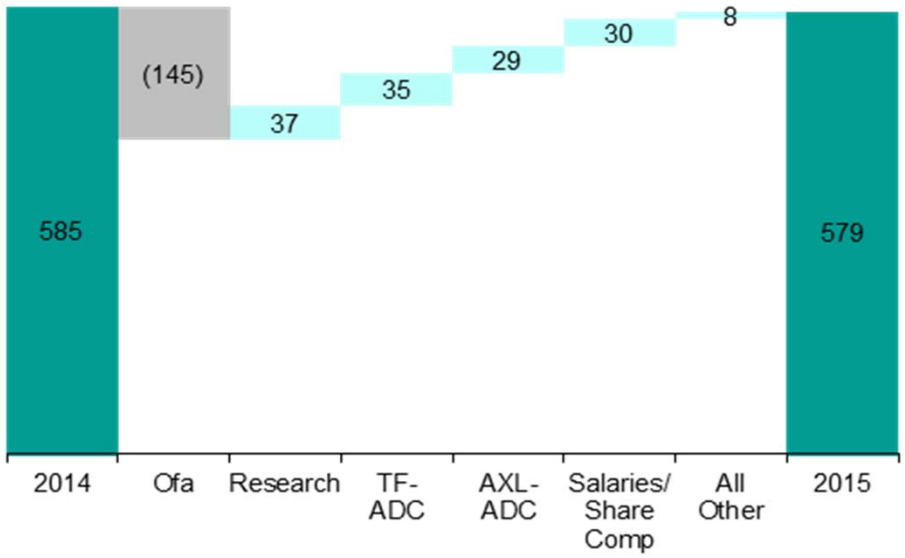


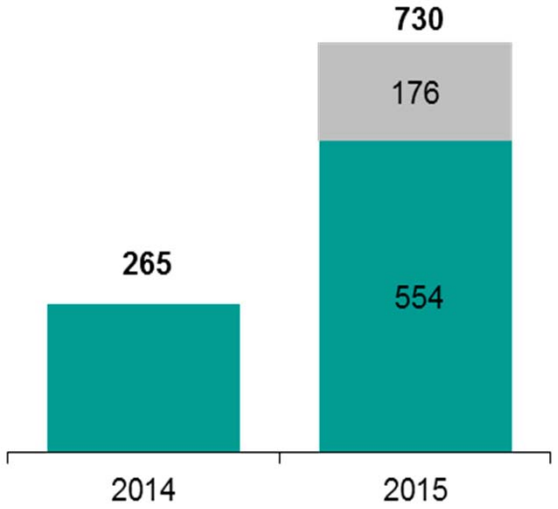

*All amounts in DKK millions unless otherwise noted*

# Expenses Held Flat, Increased Operating Result

## Reduced Operating Expenses




## Operating Result increase mainly due to higher revenue & GSK liability reversal of DKK 176M




*All amounts in DKK millions unless otherwise noted*

# Overview - 2016 Guidance

| DKK Millions | 2015 Actual | 2016 Guidance |
|---|---|---|
| Revenue | 1,133 | 825 - 875 |
| Operating expenses | (579) | (775) – (825) |
| Reversal of GSK liability | 176 | - |
| Operating income | 730 | 25 – 75 |
| Cash position at end of year* | 3,493 | 3,300 – 3,400 |

**Cash, cash equivalents and marketable securities*

**Revenue mid point DKK 850M**

- Daratumumab milestones DKK 400M
- Darzalex royalties of DKK 200 - 250M
- Ofatumumab deferred revenue, decrease of DKK 200M

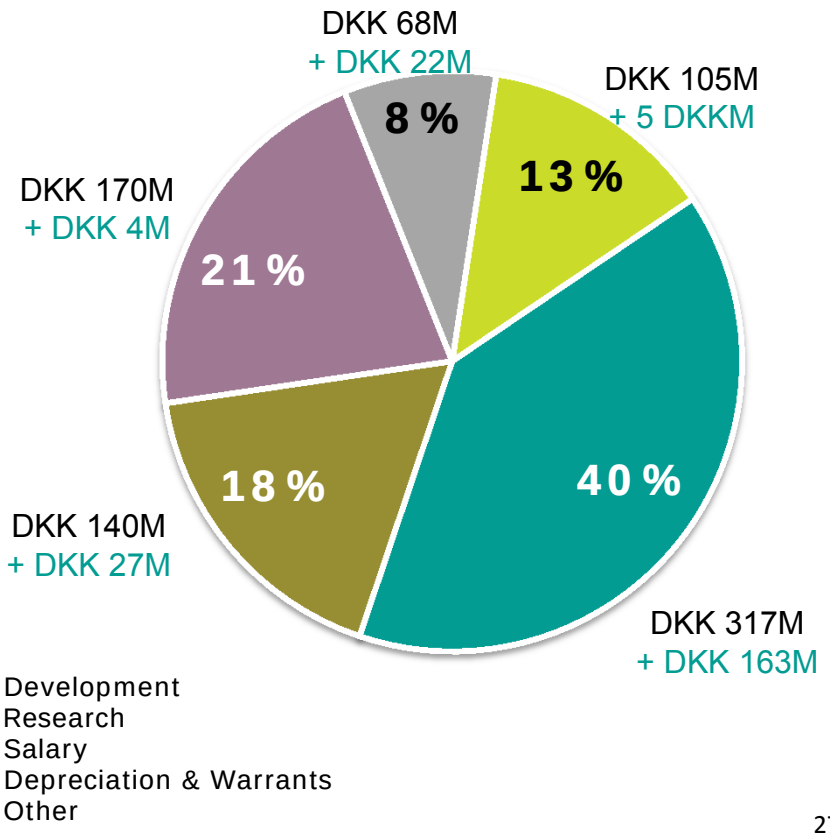
# Overview - 2016 Guidance

| DKK Millions | 2015 Actual | 2016 Guidance |
|---|---|---|
| Revenue | 1,133 | 825 - 875 |
| Operating expenses | (579) | (775) – (825) |
| Reversal of GSK liability | 176 | - |
| Operating income | 730 | 25 – 75 |
| Cash position at end of year* | 3,493 | 3,300 – 3,400 |

**Cash, cash equivalents and marketable securities*

- Four pipeline products
  - DKK 160M of the increase
  - 2016 spend ~ DKK 260M
    1/3 of total expense
- Additional investment in pre-clinical pipeline

**2016 Expense Mid-point DKK 800M**
**Up DKK 221M vs. 2015**




*All amounts in DKK millions unless otherwise noted*


# Approval of the Annual Report 2015 & Discharge of the Board of Directors and Executive Management

Jørgen Kjergaard Madsen
Chairman of the AGM

Genmab


# Election of Board of Directors

Mats Pettersson
Chairman of the Board

Genmab

# Mats Pettersson

- Re-election for 1 year
- Genmab board member since 2013
- Chairman
  - Chairman of Nominating and Corporate Governance Committee, Member of Audit Committee and Compensation Committee
- Other board memberships:  Moberg Pharma AB

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

- Re-election for 1 year
- Genmab board member since 2003
- Deputy Chairman
  - Chairman of Compensation Committee and Member of Nominating and Corporate Governance Committee
- Executive Vice President, Research & Development at H. Lundbeck A/S
- Other board memberships:  Bavarian Nordic A/S, ALK-Abelló A/S

# Burton G. Malkiel, Ph.D.

- Re-election for 1 year
- Genmab board member since 2007
- Board member
  - Chairman of Audit Committee
- Chemical Bank Chairman's Professor of Economics, Emeritus at Princeton University
- Chief Investment Officer, Wealthfront, Inc.
- Other board memberships: Vanguard Group Ltd., Theravance Biopharma, American Philosophical Society and Maldeb Foundation

# Pernille Erenbjerg

- Re-election for 1 year
- Genmab board member since 2015
- Board member
  - Member of Audit Committee and Nominating & Corporate Governance Committee
- Group CEO and President of TDC A/S
- Other board memberships: DFDS A/S and Confederation of Danish Industry

# Paolo Paoletti, M.D.

- Re-election for 1 year
- Genmab board member since 2015
- Board member
  - Member of Compensation Committee
- CEO Kesios Therapeutics Limited
- Other board memberships: Kesios Therapeutics Limited, PsiOxus Therapeutics Limited, Forma and NuCana BioMed Limited

# Composition Board of Directors

- Mats Pettersson, *Chairman*
- Anders Gersel Pedersen, *Deputy Chairman*
- Burt Malkiel
- Pernille Erenbjerg
- Paolo Paoletti
- Peter Storm Kristensen, *Employee elected Board Member*
- Rick Hibbert, *Employee elected Board Member*
- Daniel Bruno, *Employee elected Board Member*


# Election of Board of Directors

Jørgen Kjergaard Madsen

Chairman of the AGM

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# Election of Auditors

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# Proposals from the Board of Directors

Jørgen Kjergaard Madsen

Chairman of the AGM

Genmab

# Proposals from the Board of Directors

## Amendment to Incentive-Based Remuneration

- Item 6 (a): Amendment of the general guidelines for incentive-based remuneration of the Board of Directors and the Executive Management.
  - Increase maximum ordinary bonus for Executive Management from DKK 6 million to DKK 10 million per year
  - Increase maximum extraordinary bonus for Executive Management from DKK 1 million to DKK 1.5 million per year
  - Reduce proportional value of restricted stock units (RSUs) that may be granted to Board Members on annual basis

# Proposals from the Board of Directors

## Repurchase of Own Shares

- Item 6 (b): Authorization of the Board of Directors to allow the Company to repurchase own shares.
  - Allow repurchase of up to DKK 500,000 own shares
  - Replaces authorization to purchase DKK 250,000 own shares from April 2014

# Proposals from the Board of Directors

## Board Remuneration

- Item 6 (c): Adoption of Board of Directors' Remuneration for 2016
  - Basic fee of DKK 375,000; deputy chairman receives double and chairman receives triple
  - Board committee member fee of up to DKK 75,000; committee chairman receives up to DKK 150,000
  - Committee meeting fee of DKK 9,000 per meeting
  - Changes compared to 2015 remuneration: increase in basic board fee from DKK 300,000 to DKK 375,000
  - In addition, share-based instruments in accordance with Genmab A/S' general guidelines for incentive-based remuneration for the Board of Directors and the Executive Management

# Proposals from the Board of Directors

## Articles of Association

- Item 6 (d): Change Company's shares from bearer shares to shares issued in the name of the holder in Article 6

# Proposals from the Board of Directors

## Articles of Association

- Item 6 (e): Delete the requirement for the General Meeting to be convened through the IT system of the Danish Business Authority in Article 8

# Proposals from the Board of Directors

## Articles of Association

- Item 6 (f): Amend Article 4A on authorization to issue shares

# Proposals from the Board of Directors

## Articles of Association

- Item 6 (h): Amend Article 5A on authorization to raise loans against bonds or other financial instruments

# Proposals from the Board of Directors

## Articles of Association

- Item 6 (i): Amend Article 15 on the signatory rule of the Company


# Miscellaneous Incl. Q&A

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# Closing

Jørgen Kjergaard Madsen
Chairman of the AGM

Genmab