

GENMAB A/S

**NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE CHARTER**

I. COMPOSITION

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Genmab A/S (the “Company”) shall consist of at least two (2) members of the Board of the Company.

Each member shall be a non-executive director and shall meet the independence requirements established by the Board and applicable laws, regulations and listing requirements (if any). The Board appoints the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause.

II. PURPOSE

The purpose of the Committee shall be to carry out the following preparatory tasks:

- Identify, review evaluate and recommend to the full Board candidates to serve as directors of the Company.
- Serve as focal point for communication between candidates, non-committee directors and the Company’s management.
- Recommend to the entire Board whether existing directors should be re-nominated.
- Evaluate the composition of the Company’s Board committees.
- Recommend Board committee candidates to the full Board.
- Make other recommendations to the Board regarding affairs relating to the directors of the Company.
- Administer and oversee all aspects of the Company’s corporate governance functions on behalf of the Board.
- Make recommendations to the Board regarding corporate governance issues.

III. OPERATING PRINCIPLES AND PROCESSES

In fulfilling its functions and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – The Committee shall have regular and meaningful contact with the Chairman of the Board, other committee chairpersons, members of executive management and independent professional advisors to the Board and its various committees, as applicable. Such communication is important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation* – The Committee shall work with management to develop a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company.

- *Committee Expectations and Information Needs* – The Committee shall communicate to the Chief Executive Officer or his or her designee(s) the expectations of the Committee, and the nature, timing, and extent of any specific information or other supporting materials requested by the Committee for its meetings and deliberations.
- *Resources* – The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfil its defined responsibilities, including engagement of independent legal counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates.
- *Meeting Agendas* – Committee meeting agendas shall be the responsibility of the Committee chairperson with input from the Committee members and other members of the Board as well as, to the extent deemed appropriate by the chairperson, from members of executive management and outside advisors.
- *Committee Meeting Attendees* – The Committee shall be authorized to require members of executive management and to request that outside counsel and other advisors attend Committee meetings.
- *Reporting to the Board of Directors* – The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time or whenever so requested by the Board.
- *Other Functions* – The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

IV. FUNCTIONS AND AUTHORITY

The Committee shall make decisions only by unanimously 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 Committee will have the authority to carry out the following primary responsibilities in connection with its preparatory tasks, or to delegate such power and authority to one or more subcommittees of the Committee:

- Propose to the full Board policies on the size and composition of the Board.
- Describe the qualifications required for the Board and the executive management and for a given position, state the expected time commitment for such position. The description shall include standards for the independence of directors to serve on the Board and committees of the Board.
- Evaluate the balance of skills, knowledge and experience of the individual members of the Board and the executive management and report such details to the Board.

- Evaluate at least annually the skills, knowledge and experience of the individual members of the Board and the executive management and report such details to the Board.
- Identify and evaluate qualified candidates (including any candidates recommended by shareholders) for service on the Board and the executive management.
- Recommend to the Board qualified candidates to serve on the Board and the executive management.
- Propose an action plan to the Board on the future composition of the Board, including proposals for specific changes.
- Maintain an orientation program for new directors and a continuing education program for all directors.
- Evaluate, review and consider whether to recommend to the Board the nomination, upon conclusion of their terms, of existing directors for re-election to the Board.
- Evaluate at least annually the size, structure, performance, authority, operations, charter and composition of each standing Board Committee and the performance of each committee member and recommend to the Board any changes considered appropriate in the size, structure, authority, operations, charter or composition of each committee.
- Review and consider whether to recommend to the Board the continued service of a director in the event (i) an employee director's employment with the Company is terminated or (ii) a non-employee director changes his or her primary job responsibility or primary employer since the director's most recent election to the Board, including establishment of policies and procedures for resignation of directors under those circumstances.
- Establish a process for the periodic review and assessment of the performance of the Board and Board committees, seeking input from executive management, the full Board and others, including whether, individually and collectively, the directors provide the skills and expertise appropriate for the Company.
- Consider and assess periodically the independence of directors, including whether a majority of the Board are independent of management. Develop a set of corporate governance principles applicable to the Company to be adopted by the Board, and periodically review and assess these principles and their application and recommend any changes deemed appropriate to the Board for its consideration.
- Review and make recommendations to the Board regarding the proposals submitted by shareholders that relate to corporate governance matters.

- Review with management and the Board the adequacy of the Company’s Internal Rules of the board members and management (the “*Internal Rules*”) and any other Company codes of ethics.
- Recommend to the Board the establishment of such special committees as may be desirable or necessary from time to time in order to address ethical, legal business or other matters that may arise.
- Oversee and review the processes and procedures used by the Company, as defined in this Charter, to provide accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis. It is understood that, to the extent the Audit Committee of the Board is performing such an oversight and review function in its area of responsibility, this Committee may defer to the Audit Committee in such regard.
- Periodically review, discuss and assess the performance of the Committee as well as the Committee’s role and responsibilities, seeking input from executive management, the full Board and others and recommend any changes to the Board.
- Oversee the Company’s policies and practices regarding philanthropic and political activities.
- Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
- Perform any other activities consistent with this Charter, the Company’s articles of association and governing law as the Committee or the Board deems appropriate.

V. MEETINGS

The Committee will hold at least two regular meeting per year and additional meetings as the Committee deems appropriate. Meetings may be called by the chairperson of the Committee or the Chairman of the Board.

VI. MINUTES AND REPORTS

Minutes of each meeting will be kept and distributed to each member of the Committee and the Secretary of the Board. Such minutes will also be made available to any member of the Board who is not a member of the Committee upon the request of such member. The chairperson of the Committee will report to the Board from time to time or whenever so requested by the Board. In addition, the chairperson of the Committee or his or her delegate shall be available to answer questions the other directors may have regarding the matters considered and actions taken by the Committee.

Adopted by the Board of Directors on October 10, 2013.