

**GENMAB A/S, CENTRAL BUSINESS REG. NO. (CVR NO.) 21023884**

**REMUNERATION PRINCIPLES FOR THE BOARD OF DIRECTORS AND THE EXECUTIVE MANAGEMENT OF GENMAB A/S (REMUNERATION PRINCIPLES)<sup>1</sup>**

**1. GENERAL PRINCIPLES**

With a view to aligning and balancing the interests of Genmab A/S' board of directors and the executive management and the shareholders, and to attract, retain and motivate the members of the board of directors and the executive management, Genmab A/S has decided to adopt these Remuneration Principles for the board of directors and the executive management of Genmab A/S.

The elements of these Remuneration Principles are designed with a view to be and are considered to be competitive compared with other similar international biotech and biopharmaceutical companies.

If Genmab A/S enters into a specific incentive payment agreement with members of the board of directors or the executive management, such agreement shall be subject to these Remuneration Principles.

The Remuneration Principles apply to the remuneration of members of the board of directors and the executive management of Genmab A/S. Remuneration of other executives or key employees are not subject to these guidelines. If, however, a member of the board of directors or the executive management of Genmab A/S is also a member of the board of directors or the executive management of a directly or indirectly owned subsidiary, any remuneration payable to such person by both Genmab A/S and the subsidiary shall be subject to these guidelines. If, on the other hand, a member of the board of directors or the executive management of a directly or indirectly owned subsidiary is not a member of the board of directors or the executive management of Genmab A/S, any remuneration payable to such person by the subsidiary shall not be governed by these guidelines.

**2. BOARD OF DIRECTORS**

The board of directors performs an annual review of the remuneration paid to the members of the board of directors based on recommendations from the compensation committee. In making its recommendations, the compensation committee is guided by relevant benchmarks. The remuneration of the board of directors is disclosed in more details in Genmab A/S' annual reports. The remuneration paid to the board of directors for the present year is approved at the annual general meeting each year.

---

<sup>1</sup> These Remuneration Principles include general guidelines for incentive-based remuneration pursuant to Section 139 of the Danish Companies Act.

**Fees**

Members of the board of directors receive a fixed annual base fee. The chairman of the board of directors receives three (3) times the fixed annual base fee, and the deputy chairman receives two (2) times the fixed annual base fee. In addition to the fixed annual base fee, a member of a board committee may receive a supplemental annual fee per committee and a fee per committee meeting.

**Non-share-based instruments**

Members of the board of directors shall not be eligible for non-share-based instruments.

**Share-based instruments**

Share-based instruments constitute a common part of the remuneration paid to members of the board of directors in competing international biotech and biopharmaceutical companies. To remain competitive in the international market and to be able to attract and retain qualified members of the board of directors on a continuous basis it is considered in the best interest of Genmab A/S to follow this practice.

A new member of the board of directors may be granted share-based instruments upon election corresponding to a value (at the time of grant) of up to four (4) times the fixed annual base fee. In addition, the members of the board of directors may be granted share-based instruments corresponding to a value (at the time of grant) of up to one (1) times the fixed annual base fee (for the chairman the value shall be of up to two (2) times the fixed annual base fee, and for the deputy chairman the value shall be of up to one point five (1.5) times the fixed annual base fee) on an annual basis. According to the company's investigations of corresponding biotech and biopharmaceutical companies, this is in line with international practice and contributes to serve the shareholders' long-term interests.

The share-based instruments granted to the board of directors may be in the form of restricted stock units. To ensure the board of directors' independence and supervisory function, vesting of restricted stock units granted to members of the board of directors shall not be subject to fulfilment of forward-looking performance criteria.

**3. EXECUTIVE MANAGEMENT**

The board of directors performs an annual review of the remuneration paid to the members of the executive management based on recommendations from the compensation committee. In making its recommendations, the compensation committee is guided by relevant benchmarks. The remuneration of the executive management is disclosed in more details in Genmab A/S' annual reports.

**Base salary**

Members of the executive management receive a fixed annual base salary for their day-to-day job performance.

**Pension and other benefits**

Members of the executive management are entitled to pension contribution and may also receive non-monetary benefits such as company cars, phones etc.

**Non-share-based instruments**

A non-share-based instrument, typically a bonus scheme or performance-related contract, may have a term of one or more years and/or be dependent on the occurrence of one or more specific predefined events affecting Genmab A/S. Such bonus may also be a loyalty bonus or any similar bonus. Whether a bonus is paid or not will depend on the extent to which the requirements are met and the targets reached as defined in the agreement. Such targets may be personal targets relating to the member of the executive management's own performance, or they may be based on the results of Genmab A/S, the results of one or more business units of Genmab A/S, and/or the occurrence of a specific event.

Currently, the members of the executive management may receive a maximum annual bonus of from 60 to 100% of their annual base salaries dependent of their positions, calculated before any pension contribution and bonus payment, based on their achievement of certain predetermined and well-defined annual milestones.

In addition the members of the executive management may receive an extraordinary bonus of at maximum up to 15% of their annual base salaries, calculated before any pension contribution and bonus payment, based on the occurrence of certain special events or achievements.

Such bonus schemes may enable each of the current members of the executive management to earn a bonus per calendar year of up to an ordinary maximum of approx. DKK 10 million and an extraordinary maximum of approx. DKK 1.5 million. Bonuses are either denominated in DKK, EUR or USD. These maximum amounts will be assessed and may be regulated on an annual basis by the board of directors taking into account, amongst other, the number, experience and qualifications of the members of the executive management.

In addition to the bonus schemes, a new member of the executive management may receive a sign-on payment upon engagement subject to certain claw-back provisions.

**Share-based instruments**

Share-based instruments constitute a common part of the remuneration paid to members of the executive management in competing international companies. To

enable the company to offer an internationally competitive remuneration package to attract and retain qualified members of the executive management, members of the executive management may on an annual basis be granted share-based instruments corresponding to a value (at the time of grant) of up to four (4) times the member's annual base salary, calculated before any pension contribution and bonus payment, in the year of grant. Notwithstanding the above, in no event may the value (at the time of grant) of share-based instruments granted to a member of the executive management on an annual basis exceed DKK 25 million. Annual grant of share-based instruments to members of the executive management is used primarily as an incentive to increase the future value of the company but also in recognition of past contributions and accomplishments. Furthermore, a new member of the executive management may be granted share-based instruments upon engagement or promotion. According to the company's investigations of corresponding biotech and biopharmaceutical companies this is in line with international practice and contributes to serve the shareholders' long-term interests.

The share-based instruments granted to the members of the executive management may be in the form of restricted stock units or a combination of restricted stock units and warrants (options to subscribe for shares in the company). If members of the executive management are granted a combination of restricted stock units and warrants, the proportional value of the warrants may not exceed 25% of the total value (at the time of grant). Vesting of restricted stock units granted to members of the executive management shall be subject to fulfilment of forward-looking performance criteria as determined by the board of directors.

#### **Shareholding requirement for members of the executive management**

To further align the interests of the shareholders and the members of the executive management, each member shall hold a number of Genmab A/S shares corresponding to the value of such member's annual base salary. The number of shares is finally fixed at commencement of the employment as or promotion to member of the Executive Management and may be built up over a five (5) year period from the date of employment or promotion. Notwithstanding the foregoing, for the current members of the executive management, the number of shares is finally fixed at the date of adoption of these Remuneration Principles. The board of directors may diverge from this shareholding requirement.

#### **Reclaim of variable components of remuneration**

Genmab A/S 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.

#### 4. **SHARE-BASED INSTRUMENTS**

##### **Restricted stock units**

Restricted stock units granted to members of the board of directors or the executive management shall be governed by a program established by the board of directors in accordance with these guidelines.

Restricted stock units consists of conditional share allocations that vest after a period of three (3) years and may be subject to certain conditions regarding continued employment of the members of the executive management and/or membership of the board of directors.

The vesting period starts at the time of grant of the restricted stock units.

Upon vesting, the holder of a restricted stock unit is obliged to receive one (1) share in Genmab A/S for each restricted stock unit, either free of charge or against payment of DKK one (1) per share as determined by the board of directors.

Genmab A/S purchases own shares in order to cover its obligations in relation to the restricted stock units.

##### **Warrants**

Warrants granted to members of the executive management shall be subject to the conditions laid down in the company's articles of association from time to time.

Warrants vest three (3) years after the grant date and may be subject to certain conditions regarding continued employment. The warrant holder, may, however, be entitled to exercise all warrants in instances where the employment relationship is terminated by the company without the warrant holder providing a good reason for the company to do so. Notwithstanding the foregoing, warrants granted to members of the executive management are subject to an additional two (2) year lock-in period upon vesting. The warrants shall lapse automatically, without prior notice and without compensation on the seventh (7th) anniversary of the grant date.

Warrants are granted at an exercise price which cannot be lower than the price of the company's shares as noted on the Nasdaq Copenhagen at close of business on the day of grant, but not less than par. Accordingly, members of the executive management will not be in the position to realize an immediate gain upon the grant of warrants. Not until the time of a later exercise, subject to the vesting rules, the warrant holder may be in a position to gain value.

### **Forward-looking performance criteria**

To ensure the board of directors' independence and supervisory function, vesting of restricted stock units granted to members of the board of directors shall not be subject to fulfilment of forward-looking performance criteria. Vesting of restricted stock units granted to members of the executive management shall, however, be subject to fulfilment of forward-looking performance criteria as determined by the board of directors. Such forward-looking performance criteria may include one or more of the following criteria: development in sales and royalty payments relating to marketed products; development in and results of continued label expansion activities; entering into new or extended collaboration arrangements; progression of Genmab's R&D pipeline in clinical and pre-clinical phases and filings of INDs and/or CTAs in accordance with or exceeding projected expectations; development of new proprietary next-generation antibody technologies; recruiting, retaining and developing a world-class team of scientists and other professionals. Subject to any competitive or sensitivity considerations, Genmab A/S intends to disclose further information in the financial reports once the restricted stock units have vested.

### **General**

The share-based instruments are issued without consideration and shall be granted at regularly scheduled board meetings.

Genmab A/S prepares its external financial statements in accordance with the International Financial Reporting Standards ("IFRS"). The value of restricted stock units and warrants allocated is calculated in accordance with IFRS, with warrants granted calculated using the Black & Scholes model.

The Genmab group accounts for share-based compensation by recognizing compensation expenses in the income statement. Such compensation expenses represent calculated values of share-based compensation granted and do not represent actual cash expenditures.

## **5. CHANGES TO AND TERMINATION OF INCENTIVE PROGRAMMES**

The board of directors may change or terminate one or more incentive programs introduced under these Remuneration Principles. In making this decision, the criteria that were used for the purpose of implementing the program shall be taken into account. Such changes may, however, be made only in accordance with these Remuneration Principles. Any more far-reaching changes shall be subject to approval by the general meeting.

6. **PUBLICATION AND COMMENCEMENT OF REMUNERATION PRINCIPLES**

When adopted at the annual general meeting of Genmab A/S on March 29, 2019, the Remuneration Principles shall without undue delay be made available to the public at Genmab A/S' website, ([www.genmab.com](http://www.genmab.com)), specifying the date of adoption by the general meeting. Likewise, if the general meeting subsequently amends the Remuneration Principles, the revised Remuneration Principles shall without undue delay also be made available to the public at Genmab A/S' website ([www.genmab.com](http://www.genmab.com)), specifying the date of the amendment by the general meeting.

Specific incentive payment agreements may be concluded as from the day following the date of publication of the adopted Remuneration Principles at Genmab A/S' website ([www.genmab.com](http://www.genmab.com)).

These Remuneration Principles supersede in their entirety the Remuneration Principles adopted by the General on April 10, 2018.

(Adopted by the General Meeting on March 29, 2019)