

GENMAB A/S
AUDIT AND FINANCE COMMITTEE CHARTER

I. STATUS

The Audit and Finance Committee (the Committee) is a committee of the Board of Directors (the Board) established in accordance with article 9 of the Rules of Procedures of the Board of Genmab A/S (the Company).

II. PURPOSE

The Committee shall assist the Board with the oversight of:

1. The accounting and financial reporting principles and process to ensure the quality, transparency and integrity of the published financial information.
2. The appropriateness and effectiveness of the Company's internal control over financial reporting and risk management system.
3. The audits of the Company and the independent auditor process including recommending the appointment and assessing the performance and qualifications of the independent auditor and preapproval and oversight of all audit and non-audit services.
4. The oversight of the operation of the Internal Audit function.
5. The compliance with legal and regulatory requirements in relation to financial reporting and auditing regulations.
6. The Committee shall perform such other functions and exercise such other powers as may be delegated to it by the Board from time to time.

In fulfilling its duties and responsibilities, the Committee shall be given full access to the Board, the Executive Management (the Management), the Internal Audit function and independent auditors and shall have the authority to obtain advice and assistance from outside legal, accounting, financial, or other advisors as it determines necessary to carry out its duties.

The Company shall provide appropriate funding, as determined by the Committee, for compensation to the independent auditor and to any advisors that the Committee chooses to engage. In addition to any funding necessary to compensate the independent auditors and outside advisors, the Company shall provide the Committee with such funding as the Committee determines is appropriate to fund any ordinary administrative expenses incurred by the Committee that are necessary or appropriate in carrying out its duties.

III. ORGANIZATION

Members:

The Committee shall consist of at least three individuals, all being non-executive members of the current Board. All members of the Committee shall be independent non-executive directors of the Company as defined by Danish Laws and Corporate Governance Recommendations, shall satisfy Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subject to the exemptions set forth in Rule 10A-3(b)(1)(iv) under the Exchange Act, shall otherwise satisfy the composition requirements of Nasdaq Rule 5605(c)(2), and shall be financially literate. At least one member of the Committee shall be an "audit committee financial expert" as defined by Danish laws and within the meaning of Nasdaq Rule 5605(c)(2)(A) and Item 407(d)(5)(ii) of Regulation S-K of the Securities and Exchange Commission and have the appropriate expertise within accounting and/or auditing.

Members shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

The chair of the Board shall not be chair of the Committee. If the chair of the Committee is not designated by the Board, the members of the Committee may designate a chair by majority vote of the Committee membership. The chair will chair all regular sessions of the Committee and set the agendas for the Committee meetings.

Meetings:

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Committee should meet with Management and the independent auditors quarterly to review the Company's financial statements in a manner consistent with that outlined in Section IV of this charter. The chair of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held via telephone calls or other electronic means or by proxy.

The Committee is governed by the same rules regarding meetings, notice, waiver of notice, and quorum as outlined in the Rules of Procedures of the Board. The Committee shall make decisions by majority vote of its members.

All directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, Management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

At its discretion the Committee will meet in executive sessions without Management present. In addition, the Committee may also *exclude* from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Committee will meet at least annually with the entire Board of Directors without the presence of Management.

The Committee will appoint a secretary to the Committee and ensure that appropriate minutes are kept of all Committee meetings and that these are duly signed by all members of the Committee.

IV. RESPONSIBILITIES

The Committee's policies and procedures should remain flexible, in order to best react to changing conditions and help ensure that the Company's accounting and reporting practices are in accordance with all requirements and are of the highest quality. The Committee, in consultation with the independent auditor and/or the CFO, shall:

1. Financial reporting process

- 1.1 Gain an understanding of the current areas of greatest financial risk and how these are being managed.
- 1.2 Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, off-balance sheet structures, and significant accounting requirements related to collaboration agreements and understand their impact on financial reports.
- 1.3 Oversee the periodic financial reporting process implemented by Management and review the interim reports and annual reports, including the specific disclosures under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" (or equivalent) prior to their release. Report to the Board about significant accounting policies and estimates as well as uncertainties and risks, including in relation to the outlook. Recommend to the Board as whether these reports should be approved by the Board.
- 1.4 Review Management's process for ensuring that information contained in analyst briefings and press releases is consistent with published financial information, balanced and transparent (particularly regarding financial information that is not presented in accordance with generally accepted accounting principles) and the provision of earnings guidance.
- 1.5 Meet with Management and the independent auditors to review the consolidated financial statements, the key accounting policies, management judgments and accounting estimates, and the results of the annual audit.
- 1.6 Monitor any statutory audits and the process for preparation of the annual parent company accounts and report to the Board about the result of the statutory audit and the process for preparation of the annual accounts.
- 1.7 Ensure that significant adjustments, unadjusted differences, disagreements between Management and the independent auditors, if any, and Management's response to such disagreements, Critical Audit Matters (or equivalent), consultations with other accountants, if any, and critical accounting policies and practices are discussed with the independent auditor and resolve disagreements between Management and the independent auditor regarding financial reporting, as well as review with the independent auditor any difficulties they encountered in the course of the audit, including restrictions on the scope of the independent auditor's activities or on access to requested information.
- 1.8 Review the other sections of the annual report before its release and consider whether the information is understandable and consistent with members' knowledge about the Company and its operations and lacks bias and that appropriate disclosures is made of unusual and unique transactions.

2. Internal financial control and risk assessment and management system

- 2.1. On behalf of the Board of Directors, monitor the Company's financial reserves, capital resources and capital structure. Report at least annually to the Board of Directors on these matters.
- 2.2. Monitor and assess currency matters and risks, investments, financing policies, debt financing, interest rate risks and cybersecurity risks.
- 2.3. The Committee shall oversee the integrity of the Company's information technology systems, processes and data and periodically (but no less than annually), at its discretion, review and assess with Management (including the Head Internal Auditor and Chief Information Officer), the adequacy of security for the Company's information technology systems, processes and data and the Company's contingency plans in the event of a breakdown or security breach affecting the Company's information technology systems, and data or the information technology systems, processes and data of the Company's partners.
- 2.4. Evaluate whether Management is setting the appropriate 'tone at top' by communicating the importance of internal control and management of risk by receiving relevant reports from the Management regarding internal control and risk management of the Company.
- 2.5. Discuss with Management guidelines and policies with respect to risk assessment and risk management including major financial risk exposure and the steps taken to monitor and control such risks. Consider the need for an update of the Plan for the Risk Management of the Company.
- 2.6. Review how Management monitors compliance of the Company's Investment Policy Guidelines. Evaluate the need for an update of the guidelines to ensure adequacy of the guidelines to the financial risk and exposures faced by the Company.
- 2.7. Understand the internal controls systems implemented by Management for the approval of transactions and the recording and processing of financial data.
- 2.8. Understand the controls and processes implemented by Management to ensure that the financial statements derived from the underlying financial systems, comply with relevant standards and requirements, and are subject to appropriate Management review.
- 2.9. Evaluate the overall effectiveness of the internal control and risk management frameworks, review any major internal control issues and any special audit steps or Company actions adopted in light of material control deficiencies and consider whether recommendations made by the independent auditor have been implemented by Management.
- 2.10. Consider how Management is held to account for the security of computer systems and applications, and the contingency plans for processing financial information in the event of a systems breakdown or to protect against computer fraud or misuse.
- 2.11. Oversight of ESG external reporting and assurance matters.

3. Internal auditor process

- 3.1. To ensure the independence of the internal audit function, the Head of Internal Audit and the internal audit function has a solid reporting line into the Chair of the Committee, and a dotted reporting line into the Chief Financial Officer. Further, the Committee will meet periodically with the Head of Internal Audit in private session.
- 3.2. Review and approve the Internal Audit Charter, the staffing, the budget, and organizational structure of the internal audit function to ensure that the internal audit function is adequately resourced, has sufficient competencies to perform its role and has appropriate standing within the company.
- 3.3. Review and approve the annual audit plan and all major changes to the plan.
- 3.4. Review and discuss the internal auditor's reports to Management and the Committee and monitor Management's responsiveness to the internal auditor's findings and recommendations.
- 3.5. Monitor the effectiveness and the independence of the Company's internal audit function in terms of overall performance and ensure there are no limitations on its activities and access to information.
- 3.6. Review and approve the appointment, replacement, or dismissal of the Head of Internal Audit. At least once per year, review the performance of the Head of Internal Audit and approve the annual compensation and salary adjustment.

4. Independent auditor process

- 4.1. As part of the independent auditor selection process and annual appointment or reappointment, review the professional qualification of the independent auditors (including background and experience of partner and auditing personnel) and that all auditing personnel are rotated in accordance with, and to the extent required by, applicable laws and regulations.
- 4.2. Consider the independence of the independent auditor and any potential conflicts of interest, including by (i) ensuring receipt from the independent auditors of a formal written statement delineating all relationships between the independent auditors and the Company, (ii) actively engaging in a dialogue with the independent auditors with respect to any relationships services or threats that may impact the objectivity and independence of the independent auditors, and (iii) taking, or recommending that the Board takes, appropriate action to oversee the independence of the independent auditors.
- 4.3. Monitor compliance with rules concerning audit fees, including limitation of the independent auditors' assistance with non-audit services and the size of the fee for such services in relation to the independent auditors' total fees.
- 4.4. Review on an annual basis the performance of the independent auditors and to the extent permitted by applicable law, be directly responsible for the compensation, retention and appointment of the independent auditors in connection with audit, review or attestation services and any permissible non-audit services

- 4.5. Review the independent auditors' proposed audit scope, strategy and approach for the current year in the light of the Company's present circumstances and changes in regulatory and other requirements and make a critical assessment of the materiality level contemplated by the auditor and the identification of significant risks.
- 4.6. Discuss with the independent auditor any audit problems encountered in the normal course of audit work, identified risks and any restriction on audit scope or access to information.
- 4.7. Ensure that significant findings including audit adjustments both those reflected in the Company's annual report and those waived by the independent auditor and recommendations made by the independent auditors (Management Letter, Committee Report; Long Form Report etc.) and Management's proposed response are received, discussed and appropriately acted on.
- 4.8. Discuss with the independent auditor the appropriateness of the accounting policies applied in the Company's financial reports and whether they are considered as aggressive, balanced or conservative, discuss any major related issues and significant changes in accounting policies or application of accounting principles.
- 4.9. Meet separately in executive sessions with the independent auditors to discuss any matters that the Committee or independent auditors believe should be discussed privately. Ensure the independent auditors have access to the chair of the Committee when required.
- 4.10. If the independent auditor has been subject to a mandatory quality assurance review by the Danish Business Authority, discuss the report's main conclusions from the quality assurance review and any recommendations for following up on points for improvements, and the result of the review of the audit of the Company's accounts, if subject to the review.
- 4.11. Review inspection reports of the Public Company Accounting Oversight Board ("PCAOB") regarding the independent auditors. In the event that the PCAOB requests a meeting with a representative of the Committee in conjunction with an inspection of the annual audit of the Company or of the independent auditor, or another matter relating to the Company, the Chair shall represent the Audit Committee in such meeting and shall provide a summary of the meeting to the full Audit Committee.
- 4.12. Pre-approve engagements, engagement fees, and other terms and conditions of all audit and non-audit services provided to the Company or any of its subsidiaries by the Company's independent auditors in accordance with the terms of the Company's Independent Auditor Services Preapproval Policy and oversee and evaluate the work performed by the independent auditors. In accordance with the Independent Auditor Services Preapproval Policy, in order to ensure flexibility in connection with future corporate projects in the international capital markets, the Committee will ensure that services considered non-allowable under applicable laws are not obtained from the independent auditors.

5. Compliance with legal and regulatory requirements in relation to financial reporting and auditing regulation.

- 5.1. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of Management's investigation and follow-up (including disciplinary action) of any fraudulent acts or noncompliance.
- 5.2. Obtain regular updates from Management and Company's legal counsel regarding compliance matters that may have a material impact on the Company's financial statements or compliance policies.
- 5.3. Be satisfied that all regulatory compliance matters, related to the business of the Company, have been considered in the preparation of the financial statements.
- 5.4. Review the findings of any examinations by regulatory agencies.
- 5.5. Establish procedures for the receipt, retention and treatment of complaints, including confidential, anonymous submissions, and review any complaints from employees of the Company and its directly and indirectly owned subsidiaries regarding accounting, auditing and internal control issues received through a formalized complaint process (Whistleblower Program).
- 5.6. Assess the risk of fraud including instructing the internal auditors, compliance and independent auditors to keep the Committee informed about fraud, illegal acts, deficiencies in internal controls and certain other matters by agreement.
- 5.7. Assess transactions between the Company and the Company's related parties and in respect of material related party transactions submit a recommendation for approval or non-approval of the material related party transaction to the Board prior to the completion of the transaction.

6. Other responsibilities.

- 6.1. If Board approval is required, review and submit a recommendation for approval or non-approval to the Board with respect to (i) the financial considerations relating to leases, licenses and M&A activities or divestiture of Company operations; (ii) debt or equity transactions; (iii) changes in the financial policy or structure of the Company; (iv) capital projects and (v) Company consolidations of operations.
- 6.2. General assessment of the scope and extent of the Company's insurance policy coverage.
- 6.3. Undertake such other responsibilities or tasks as the Board may assign to the Committee from time to time.

V. REPORTING

Minutes are prepared for each of the Committee meetings. A copy of the approved minutes shall be placed with the Company's minute books.

The Committee shall regularly update the Board of the Committee's activities and discussions and present recommendations to the Board for consideration. All relevant information obtained by the Committee shall be shared with the entire Board.

Information about the Committee's duties and activities during the year shall be disclosed in the Company's annual report.

VI. EVALUATING PERFORMANCE

On a regular basis, the Committee evaluates its own performance, both of individual members and collectively and assesses the achievement of the duties specified in the charter. The Committee shall review applicable independence, financial expertise and other legal requirements of each of member of the Committee to determine whether the Committee meets the applicable laws. Findings and recommendations are reported to the Board.

VII. REVIEW OF THE COMMITTEE CHARTER

The Audit and Finance Committee charter shall be reviewed and updated annually and the Committee shall discuss any required changes with the Board.

The Charter shall be approved or reapproved by the Board.

Adopted by the Board on November 21, 2022.