

Minutes of Annual General Meeting of ALK-Abelló A/S
12 March 2015

At 4.00 p.m. on 12 March 2015 the Annual General Meeting of

ALK-Abelló A/S

(company registration (CVR) no. 63 71 79 16)

was held at the Company's registered office, Bøge Allé 1, 2970 Hørsholm, Denmark.

The President and CEO of the Company, Jens Bager, opened the Annual General Meeting by introducing a film sequence. The film sequence, which had been produced in connection with the annual European allergy congress, EAACI, held in Copenhagen last year, was about how pollen affects the performance of young people in exams and how these young people can be helped.

After the film sequence, the Chairman of the Board of Directors, Steen Riisgaard, welcomed everyone to the Annual General Meeting and stated that in accordance with the Company's Articles of Association, the Company's Board of Directors had appointed Niels Kornerup, Attorney-at-Law, to chair the meeting.

Steen Riisgaard then gave the floor to Niels Kornerup.

The chairman of the meeting thanked for having been appointed and declared, with the consent of the shareholders, that the Annual General Meeting had been duly convened and was quorate with respect to the items on the agenda.

The chairman of the meeting stated that, at the start of the meeting, 155 people were present, of whom 107 had admission cards with voting rights and 48 had admission cards without voting rights.

The chairman of the meeting also stated that, according to the count just before the Annual General Meeting began, after deducting own shares, 14,320,626 votes were represented out of a total of 17,960,701 possible votes, corresponding to 79.73% of the votes, and out of a nominal share capital of DKK 96,738,610 (after deducting own shares), a nominal total of DKK 60,341,460, corresponding to 62.38% of the share capital, was represented at the Annual General Meeting.

The Board of Directors had received proxy forms and postal votes corresponding to 882,667 votes, equivalent to a total of 6.16% of the votes represented. The Lundbeck Foundation holds 12,366,135 votes, equivalent to 86.35% of the votes represented.

The chairman of the meeting informed the general meeting that approvals, resolutions and elections or appointments under all items on the agenda required a simple majority of votes.

The chairman of the meeting then explained the rules of section 101(5) of the Danish Companies Act on full reporting on votes. The chairman of the meeting stated that the Annual General Meeting may agree to depart from these rules for each item. The chairman of the meeting moved that this option should be used. The Annual General Meeting agreed to this motion.

Agenda

1. Report on the activities of the Company
2. Approval of the annual report and resolution to discharge the Board of Directors and the Board of Management from their obligations
3. Resolution on the allocation of profits
4. Approval of the remuneration to the Board of Directors for the present year
5. Election of Chairman of the Board of Directors
6. Election of Vice Chairman of the Board of Directors
7. Election of other members of the Board of Directors
8. Appointment of auditor
9. Approval of the revised general guidelines for incentive payments to the Board of Management of ALK-Abelló A/S
10. Authorisation to the chairman of the general meeting

Re 1-3: Report by the Board of Directors, annual report and allocation of profits

The chairman of the meeting stated that, as is customary at ALK's Annual General Meetings, items 1, 2 and 3 would be treated together.

The chairman of the meeting then gave the floor to Steen Riisgaard and Jens Bager, who presented oral reports and the annual report 2014.

Steen Riisgaard started with his oral report:

“Highlights in the past year

The past year brought many highlights for ALK. The most important ones are:

From a financial perspective, 2014 was one of the best years in the long history of the Company – with solid growth in revenue and considerably higher earnings. We took some important steps in terms of rolling out allergy immunotherapy globally with initiatives in North America, Europe, Turkey, Russia, China, Japan and most recently Australia.

We laid down a strategy that sets the course until 2018. The strategy includes some clearly defined “must-win battles” – battles that ALK must fight and must win in order to become a larger and stronger company. We and our partners continued the clinical development of new, clinically well-documented SLIT-tablets, and we expect to reach a number of new milestones in the near future.

I am optimistic, and there is reason to be so. Not everything went according to plan, and there were challenges – the road was bumpy. But basically, 2014 was a good year for ALK.

The prospects for 2015 are also bright, but again we will be facing challenges. One of them will be to break down the barriers we meet when trying to sell tablets in North America. The report will include more about these highlights.

Prevention and treatment of allergy

Let me first elaborate on ALK's efforts to help the millions of people worldwide who suffer from allergy and are in need of better treatment. After all, ALK's mission, which is also our licence to operate, is to improve people's lives by preventing and treating allergy – and soon also allergic asthma, I hope.

It is estimated that approximately 400 million people worldwide suffer from allergic rhinitis. Our focus is on the patients whose symptoms are so severe and whose disease is so poorly controlled that they should be treated with immunotherapy. We assess that this applies to around one in 10 patients, i.e. approximately 40 million patients worldwide. For these people, allergy means lower quality of life: it is an impediment to learning at school, it reduces productivity on the job, it causes sleeplessness and affects the social lives of both children and adults – furthermore, all patients have a serious risk of developing other allergies or asthma.

Allergy is a problem for each and every one of these people, but this widespread disease is also a problem for society.

Globalisation of allergy immunotherapy

40-50 million people need treatment, but fewer than 4.5 million people are receiving treatment. Consequently, we are working with our partners to introduce immunotherapy globally, and we made good progress over the past year:

Our partner Merck has launched the first two SLIT-tablets in the USA and Canada: GRASTEK[®] against grass pollen allergy and RAGWITEK[®] against ragweed allergy. Ragweed allergy is just as common as grass pollen allergy, but ragweed symptoms are more unpleasant. In a moment, Jens Bager will comment on the latest prescription numbers for GRASTEK[®].

In Europe, ALK has filed a registration application for the tablet against house dust mite respiratory allergic disease. This is ALK's most important product candidate because it addresses the most common type of allergy – one that is latent all year round and that all too often develops into asthma.

In Turkey and Slovakia, we have strengthened the ALK set-up so that we are better positioned to cultivate the markets in eastern Europe and the Middle East.

We have entered into a partnership with Abbott to launch ALK's full portfolio of SLIT-tablets in Russia. The first registration trial is underway.

In China, we have entered into collaboration with the local pharmaceutical company Ed-dingpharm in order to boost sales of the ALK products already on the market.

In Japan, our partner Torii filed a registration application for the tablet against house dust mite allergy six weeks ago. Unfortunately, the clinical data did not permit Torii also to apply for approval of the tablet for treatment of allergic asthma. Nevertheless, this filing is a huge step in a country where allergy is, in fact, more common than in both Europe and North America.

Finally, one month ago, we entered into a partnership with the company bioSCL regarding the launch of ALK's tablets against grass pollen and house dust mite allergy and the adrenalin auto-

injector Jext[®] in Australia and New Zealand. This combination of products could well open the doors to other new markets.

We are working on a number of products and there will be more news from the pipeline. I will get back to that. But first I would like to ask the President and CEO, Jens Bager, to present the financial results, the strategy and the outlook for 2015.”

Having concluded the first part of his report, Steen Riisgaard gave the floor to Jens Bager, who presented the results for 2014 in outline:

“Growth in all geographies

Last year, ALK’s revenue increased in all regions:

Growth in Europe was 2%. Once again, the markets were challenged by price pressures and lower reimbursements, but there were favourable developments too – especially in Germany, where a mandatory rebate on medicine was eased. ALK saw sound growth in sales of GRA-ZAX[®] and in SCIT, the injection-based immunotherapy products, while sales of the unregistered SLIT-drops decreased again due to tighter regulation. The adrenalin auto-injector Jext[®] did not contribute to growth until the fourth quarter, when Jext[®] was back in all markets after a temporary suspension of sales.

In North America, revenue grew by 42%. Earnings from the partnership with Merck alone rose by 127%, driven by three milestone payments. In addition, we increased sales of allergen extracts, diagnostics and other products by 15%. This figure includes a small contribution from a company specialising in veterinary allergy that we acquired last year.

In International markets, revenue increased by 31%. Growth was particularly high in China under the new collaboration with Eddingpharm. We also had earnings from our partnership with Torii in Japan and from sales to distributors in a number of smaller markets.

Revenue breakdown

76% of revenue came from Europe. North America accounted for 21%, and International markets for 3%. Countries outside Europe tend to contribute a greater share year by year, which is in line with our efforts to expand globally.

The breakdown by products was 73% from SCIT and SLIT – injection- and drop-based immunotherapy products – 18% from tablets and 9% from other products and services. Again there is a clear trend, with tablets accounting for an increasing share of revenue year by year.

Growth in revenue and earnings – Financial highlights 2014

Total revenue increased by 9% in Danish kroner, to just over DKK 2.4 billion.

Gross profit grew to almost DKK 1.7 billion, and the gross margin increased. However, if milestone payments are excluded, the gross margin is being squeezed by changes in the sales mix and costs for building up new production capacity.

We have succeeded in reducing total capacity costs by 2% to just under DKK 1.4 billion. The reduction could have been larger if we had not begun to spend more money on initiatives aimed at increasing ALK’s growth from the fourth quarter. I will get back to those initiatives in a moment.

Operating profit (EBITDA) before special items grew by 76% to DKK 453 million. A large part of the increase reflects milestone payments from Merck, but even without these we boosted profits. Earnings rose by 24% to DKK 273 million before sales royalties and milestone payments.

After special items for restructuring of the organisation and of production, reported EBITDA was DKK 404 million. And after depreciation and amortisation, financial items and tax, the net profit for the year was DKK 181 million, nearly three times as much as in 2013.

Focus 2018 strategy

As the Chairman mentioned, the Board of Directors has approved an updated strategy for ALK. Focus 2018 is the name of this strategy, which charts the course for the Company up to and including 2018.

At the core of the strategy is a plan to transform ALK from a largely European company focusing on allergic rhinitis (hay fever) to a truly global company, whose products also treat, and potentially prevent, allergic asthma.

In order to meet this target, we have adopted a number of initiatives within three areas: *Grow*, *Innovate*, *Simplify*. I would like to provide a status overview of the key initiatives:

Grow: Key initiatives in the base business

Under the *Grow* umbrella we find a couple of the must-win battles referred to by the Chairman:

The first one is the launch of the tablet against house dust mite respiratory allergic disease. This tablet is the first of its kind in the world and addresses the most common type of allergy worldwide. That is why this launch is so important – for patients and for ALK.

If everything goes according to plan, we will receive regulatory approval in the fourth quarter, and then the tablet should hit the first markets in northern and central Europe in less than one year. After that we will roll it out in other countries one by one.

We have begun to produce the tablets and are building up stocks, and we are presenting the strong data for both allergy and asthma at symposia and congresses. We are publishing articles in scientific journals. And we are preparing for discussions with authorities in the individual European countries.

We have also launched the website allergyunlocked.com, which describes allergy, symptoms, treatment, the link with asthma, etc. It is currently available in English, German, French, Italian and Flemish. We will be stepping up our information activity over the next few months, and naturally we are also preparing actual sales activities so that we can give the house dust mite tablet and documented, registered immunotherapy the support they deserve.

The second must-win battle is the work to gain a foothold for ALK in new markets where growth is higher than in Europe at present. As the Chairman mentioned, we have recently taken initiatives in eastern Europe, Turkey and Australia/New Zealand. We are working on further initiatives in countries in Asia and South America, where we will set up our own companies, acquire local companies or enter into partnerships.

Of course we also have initiatives lined up to increase growth in markets where ALK is already present, particularly in North America, China and parts of Europe.

That is what we are doing to increase growth in ALK's base business.

Grow: Contributions from partnerships

In addition, we expect that contributions to ALK's growth from our strategic partnerships in North America, Japan, Russia and Australia will increase steadily in future.

Right now interest is obviously focused on North America. GRASTEK[®] and RAGWITEK[®] were approved too late for the tablets to play any role during last year's pollen seasons, so 2015 will be the first full year with the tablets on the market.

In the autumn, 50-100 prescriptions for GRASTEK[®] were issued in the USA every week, but since the turn of the year this figure has risen steadily. External data sources say that the number of prescriptions issued in the last week of February was 416.

It will take a few weeks before we know how many patients will start on the 12-week pre-treatment required if patients are to benefit from GRASTEK[®] when the pollen season starts in late May/early June. And we will not know anything about the RAGWITEK[®] uptake in the USA for another three months as the ragweed season starts later.

In other words, the figures may change, and we hope that they will rise. All along, we and our partner Merck have felt that things could only move too slowly in relation to the tablets. With 400 prescriptions a week we can conclude that the market is moving slowly – more slowly than we would wish.

We need to break down some sizeable barriers: the tablets are an entirely new type of treatment in North America, where specialists have for many years favoured "shots", i.e. injections of immunotherapy products mixed by the specialists themselves using allergen extracts from ALK, among others.

Firmly established habits among specialists are not changed in less than one year. It will take some time. And it will also take some time to convince patients and doctors that tablets offer a convenient and clinically well-documented alternative to the shots. At the same time, we must familiarise patients and doctors with the idea that treatment should start three months before the allergy occurs if it is to be effective. That is also new in the USA – having to think of allergy while snow storms are raging outside.

Our partner Merck obviously learns from experience and has therefore taken a different approach to the marketing of RAGWITEK[®] by communicating more directly with allergy sufferers. For example, Merck is now testing its first TV advertisements in selected cities.

We have said from day one that we were conservative as regards expected tablet sales in North America in the short term, but that we believed firmly in the long-term potential of the tablets. We still do! We think sales will really begin to pick up in a couple of years, when – subject to US regulatory approval – Merck presents a tablet against house dust mite allergy, as this will mean that we can offer products against all the three large allergies in North America.

In 2016, our partner Torii could potentially launch the first tablet in Japan – also against house dust mite allergy. A tablet against Japanese cedar pollen allergy will follow. And from 2017 we will also begin to see tablets on the markets in Russia and Australia.

So we think that earnings from partners in the form of sales royalties, product supplies, services and milestone payments will increase.

Innovate – Complete the tablet portfolio

And now to research and development activities: we need to complete our tablet portfolio – we must complete the development of tablets against allergy caused by house dust mites, tree pollen and Japanese cedar pollen. These products must be approved and launched in Europe, North America and Japan, and we also want to conduct clinical trials to give the tablets access to other countries with a potential, including Russia and China.

At the same time, we are making a greater effort to document that the tablets can be used to treat and potentially also to prevent allergic asthma.

Although the level of activity is high, we expect to keep research and development costs at the same level this year as in 2014, i.e. around DKK 400 million.

Simplify – Streamline operations and improve efficiency

The last major area in the Focus 2018 strategy is *Simplify* – a heading for all our efforts to streamline ALK and make the Company more efficient.

We are sanitising our product portfolio so that we can focus on selling and marketing fewer products with larger volumes. Until 2017 we will be phasing out 600 products and product variations in Europe, so that the number of products will be reduced by 60% relative to 2010. This will also reduce the documentation workload substantially.

We will continue to concentrate production in North America and Europe on fewer sites with greater capacity to manufacture tablets.

In addition, we will continue to adjust all levers within our organisation. We are streamlining structures and processes, we are chasing economies of scale and savings, and we are merging functions where this makes sense. These efforts reduced ALK's capacity costs by DKK 127 million from 2012 to 2014 and they will continue because savings can help to finance new growth initiatives – also in 2015.

Outlook for 2015

We expect revenue from our base business to increase by 0-5% this year, to between DKK 2.2 and 2.3 billion following subdued growth in Europe and somewhat higher growth outside Europe. By "base business" I mean business exclusive of contributions from our partnerships with primarily Merck in North America and Torii in Japan.

These partnerships will contribute further to ALK's revenue in the form of sales royalties, payments for product supplies and services and possibly milestone payments. In 2015 and 2016 we could potentially receive a total of DKK 170 million in milestone payments. But as we did last year, we have chosen not to include any figure for partner revenue as ALK has no influence on the timing and size of this revenue.

As I have already mentioned, we are spending more money on increasing ALK's growth. In round figures we are spending some DKK 200 million on growth-enhancing initiatives, and this will increase costs for production, sales and marketing by around DKK 50 million compared with last year.

Operating profit before special items is expected to be between DKK 225 and 300 million – net of partner revenue from sales royalties and any milestone payments.

Investments in production will continue. In the USA and Denmark we are expanding our capacity to manufacture tablets, and we are setting up new production lines for house dust mite and tree pollen tablets. Overall, we expect to make investments in the range of DKK 200 million.

That is the outlook at present. Obviously, partner revenue will have an impact on net profits, and in our interim reports we will keep you updated on how partner revenue develops.

With this update I give the floor back to the Chairman.”

Steen Riisgaard thanked Jens Bager for his presentation of the results for the year and the strategy update. Steen Riisgaard then continued his report:

”Allocation of profit

The allocation of the profit for the year is based on the financial statements of the parent company, ALK-Abelló A/S. The parent company posted a profit of DKK 106 million in 2014, and the Board of Directors proposes that DKK 51 million be distributed as dividend, while the rest be transferred to the reserves.

This corresponds to a dividend of DKK 5 per share, which is the same level as in the last few years. This will give shareholders a reasonable cash return, while ALK retains the strength to execute the strategy and make the necessary investments.

Creating value for shareholders

DKK 5 per share is the same as last year, and when you add dividend and share price increases, shareholders obtained a return of 7% in 2014. By comparison, the other Nordic MidCap shares yielded a return of 5%, while OMXC20 shares yielded 20%.

This year, the ALK share has increased further. Since the turn of the year, it has risen by 15%. As regards remuneration of the Board of Management, the Board of Directors has applied the remuneration policy adopted at last year’s Annual General Meeting, which can be found on the Company’s website. The total remuneration and grants of share options and conditional shares are described in notes 4 and 5 in the annual report and on the Company’s website.

The work of the Board of Directors

A few words on the work of the Board of Directors: we held seven meetings last year. As usual, the September meeting was a two-day seminar at which we discussed the strategy in detail with the Board of Management.

Besides the actual Board meetings, the committees set up by the Board of Directors held meetings: the Audit Committee and the Remuneration Committee both met three times, the Scientific Committee held one meeting, and the Nomination Committee has also met several times. In addition, the Chairmanship regularly met with the Board of Management.

In November, the Board of Directors – assisted by an external consultant – evaluated our own performance and our cooperation with the Board of Management. The consultant conducted a number of interviews and presented the results to the Board of Directors. The outcome was that cooperation within the Board of Directors and with the Board of Management is very good. There were four areas that the Board of Directors would like to explore further, and they will either be put on the agenda or given a higher priority on the agenda this year.

The Audit Committee and the Remuneration Committee have also evaluated their work and their cooperation with the Board of Directors – also with very positive results.

Thank you to the Board of Management and the employees

I previously said that 2014 was, basically, a good year for ALK with plenty of progress, although there was a hiccup in Japan, where we did not succeed in proving the effect of our house dust mite tablet in relation to allergic asthma, and although market conditions in Europe remain challenging with continuous cutbacks and limitations on the use of medication.

I would like to thank the Board of Management and all employees for their dedicated and targeted work.

Events in 2015 and 2016

Let me conclude this report where I began: with the work to further develop our SLIT-tablets and bring them to the market in as many countries as possible. We expect to present a lot of news in this respect in the not too distant future:

Seen from an ALK perspective, one of the biggest events will come at the end of the year when we receive the response from the authorities to our application for registration of the tablet against house dust mite respiratory disease.

Another great event will be the conclusion of the *GRAZAX[®] Asthma Prevention* trial at the turn of the year. This is a potentially ground-breaking six-year trial in 800 children suffering from grass pollen allergy. The aim of the trial is to demonstrate whether *GRAZAX[®]* can prevent this allergy from developing into allergic asthma. If we can demonstrate that, we will have taken a large step towards writing on the patient information leaflets that *GRAZAX[®]* also prevents the development of allergic asthma. We hope that will be the outcome, but clinical development always involves a risk, and this is a pioneer trial: the industry has never previously conducted an asthma prevention trial on this scale and of this duration so, needless to say, experience with trials of this type is limited.

Finally, we are proceeding with the development of the tablet against tree pollen allergy in Europe.

In North America, the most important event will be the outcome of Merck's Phase III trial of the house dust mite tablet. We hope that this trial will enable Merck to apply for approval of the tablet in the USA and Canada next year. Finally, Merck is also preparing a clinical programme aimed at approval of *RAGWITEK[®]* for use in children and young people.

In Japan, we can already tick the first box: Torii has filed for registration of the tablet against house dust mite allergy and the authorities are now considering the application. If it is approved, the tablet can be marketed in 2016. This year Torii will also receive the results of a Phase II/III trial of the tablet against Japanese cedar pollen allergy.

In Russia, we are working with Abbott on the first registration trial, which we hope will lead to the filing of an application for registration of *GRAZAX[®]* in 2016. Finally, our partner bioSCL has come a long way in terms of preparing for registration of the house dust mite tablet and *GRAZAX[®]* in Australia.

As you will understand, we have many important events ahead of us. There will be others too, so obviously 2015 will be another very busy year, and we hope that it will see ground-breaking results and launches that will bring us even closer to our ambition of making effective, well-documented SLIT-tablets available to allergy sufferers worldwide!

Thank you for your attention".

The chairman of the meeting noted that the annual report had been signed by the Board of Directors and the Board of Management and that the auditor had stated that the financial statements give a true and fair view. The chairman of the meeting further noted that the Board of Directors had proposed a dividend of DKK 5 per share of DKK 10 nominally for the financial year 2014, which was unchanged compared with 2013. The chairman of the meeting also stated that the proposal was based on the financial statements of the parent company, and that in 2014 the parent company posted a profit of DKK 106 million. Consequently, the proposal from the Board of Directors entailed distribution of DKK 51 million as dividend and transfer of the remaining DKK 55 million to the reserves.

The chairman of the meeting opened up the meeting for debate and gave the floor to the first speaker, Jonas Bhatti from ATP (the Danish Labour Market Supplementary Pension).

Jonas Bhatti first thanked the Chairman of the Board and the President and CEO for their reports and presentations.

Jonas Bhatti commented that for some years, ALK has presented really good research results and noted that GRASTEK[®] and RAGWITEK[®] had been approved in the USA in 2014 and that the pipeline is very interesting. Jonas Bhatti also noted that the good research results have not yet led to a major commercial breakthrough; ATP hopes that this will come within the next few years.

Jonas Bhatti said that he had a question regarding the first experiences from sales of GRASTEK[®] and RAGWITEK[®] in the USA, but as he felt that this issue had already been covered in the report, he would skip that question. He thanked for a good report.

Jonas Bhatti then said that focus in the market has primarily been on perspectives in the USA and to some extent Japan and existing business in Europe, but that ALK has also made progress outside these markets and concluded partnership and collaboration agreements covering e.g. the Russian, Chinese and Australian markets, and Jonas Bhatti said that he found it very positive that the global potential of ALK is being harnessed. Jonas Bhatti then asked the following questions:

The market has focused mainly on ALK's potential in the USA and to some extent Japan and existing business in Europe. How large is ALK's potential assessed to be outside these markets? Could these other markets eventually exceed e.g. Japan?

Finally, Jonas Bhatti thanked ALK's management and employees for their solid work in 2014 and wished them good luck with the transformations that he hoped 2015 would bring.

The chairman of the meeting gave the floor to Steen Riisgaard so that he could answer the questions.

Steen Riisgaard first thanked Jonas Bhatti for his comments and his questions.

Steen Riisgaard then explained that he would give Jonas Bhatti a cautious answer. Steen Riisgaard explained that the allergy types in question are severe and that two markets are particularly relevant: Russia and China. Steen Riisgaard said that no official data are available, but that in ALK's assessment there are around 10 million people with severe allergy in Russia and 40 million in China. Consequently, Steen Riisgaard explained, the potential is there, but it is difficult to reach the patients.

Steen Riisgaard then gave the floor back to the chairman of the meeting.

The chairman of the meeting then gave the floor to the next speaker, John Aagaard from the Danish Shareholders Association.

John Aagaard started by introducing the Danish Shareholders Association, which is a membership organisation for private shareholders. It seeks to develop a healthy and positive share culture in Denmark via e.g. courses for shareholders, consultation committees, active participation in approximately 75 annual general meetings such as this one and, not least, involvement in cases where private shareholders have been misinformed, such as the OW Bunker case and others. John Aagaard also stated that he himself is a shareholder in ALK.

John Aagaard then thanked for the annual report and the oral reports, not least Jens Bager's interesting comments in relation to the "Focus 2018 Strategy".

John Aagaard said that he had been following ALK for the past four years and took a positive view of the company, so his subsequent questions and comments should not be seen as highly critical, but merely as friendly recommendations and constructive remarks.

John Aagaard stated that last year he had objected to the decision to publish the annual report in English only and to the shortness and inadequacy of the Danish summary. Regrettably, the situation was the same this year. John Aagaard said that a core issue for the Danish Shareholders Association is that at least all C20 companies should publish full annual reports in Danish, but that companies outside the C20, such as ALK, may have acceptable reasons for publishing them in English only. John Aagaard noted that according to the annual report, ALK has only 20% international ownership, i.e. 80% Danish ownership, and then asked the following question:

What are the acceptable reasons why the many small private shareholders have to make do with a three-page summary in Danish and not e.g. a genuine condensed annual report that includes not only financial highlights, key ratios and a company description, but also a thorough presentation of risks and of the competences and remuneration of the Board of Directors and Board of Management?

John Aagaard said that he had read in the annual report that ALK has entered into a strategic partnership with Abbott to launch the SLIT-tablet portfolio in Russia. John Aagaard asked the Chairman to elaborate on the details and conditions of this partnership and, not least, ALK's future expectations from this partnership in a market that has a large population, but where it would presumably also be difficult to gain a foothold.

John Aagaard noted that over the last four years revenue from SLIT-tablets has been fairly constant at a level of around DKK 400 million. However, John Aagaard noted that the figure for 2013 was somewhat lower, landing at approximately DKK 300 million, but had in 2014 returned to the levels seen in 2011 and 2012. John Aagaard concluded that it seems to be difficult to break through the ceiling of DKK 400 million and then asked the following question:

Could the reason for this be a certain degree of sluggishness, scepticism or other – possibly financial – factors relating to general practitioners and specialists that prevent a shift from injections to tablets, and are doctors, possibly for these reasons, therefore also difficult to "educate" to use the alternative treatment?

John Aagaard then noted that since "educating" the market, not only in the USA, but all over the world, is as demanding as the annual report states, marketing is a very significant investment in the future – for which we are paying today. He then asked the following question:

How will ALK ensure that the strategic alliances with Merck and others also deliver results in the long term? John Aagaard noted that strategic alliances are often difficult and very uncertain.

John Aagaard also noted that the annual report several times emphasises that ALK takes a conservative view of sales of GRASTEK® and RAGWITEK® in North America. John Aagaard then recapitulated that ALK expects that it will take time to build and educate the market and that therefore it would be inappropriate to provide a specific outlook for 2015. John Aagaard commented that he accepted that, but asked the following question:

Would it also be inappropriate to provide a specific outlook for 2016 and later years? John Aagaard stated that shareholders are, obviously, very interested in hearing more about that.

John Aagaard thanked for the fine descriptions of Corporate Governance and CSR efforts and concluded that ALK still needs to comply with one of the 47 Corporate Governance recommendations, but that he believed that this would eventually be achieved.

Finally, John Aagaard said that ALK is a very interesting company that is well-managed and has competent employees, a promising pipeline for the coming years and great opportunities in relation to the partnership with Merck in the US market and that it will be exciting to see how it develops.

John Aagaard thanked for having been given the floor.

The chairman of the meeting gave the floor to Steen Riisgaard so that he could answer the questions.

Steen Riisgaard thanked John Aagaard for his contribution, his questions and his positive comments at the end.

Re annual report in English

Steen Riisgaard explained that ALK saves around DKK 1 million by not preparing the annual report in Danish; in his view that was an acceptable reason. Steen Riisgaard noted that a summary is prepared in Danish which, according to Steen Riisgaard, gives a brief and good overview of ALK.

Re partnership with Abbott in Russia

Steen Riisgaard said that ALK cooperates with Abbott in relation to four tablet products: the existing RAGWITEK® and GRASTEK® tablets and two products that are in the approval process, namely the house dust mite and tree pollen tablets.

Steen Riisgaard said that when the products have been approved in Europe, it will be relatively easy to have them approved in Russia, but the first sales in Russia are not expected until 2017. Steen Riisgaard also said that the agreement with Abbott runs for 10 years. Steen Riisgaard explained that the idea is to harness Abbott's sales machine to get ALK going in Russia, and when the 10 years have passed, ALK will be able to take back the products if the company wishes to do so.

Re revenue from SLIT-tablets/educating the market

Steen Riisgaard said that ALK's products are prescribed mainly by allergologists, but also by otorhinolaryngologists and paediatricians, but seldom by general practitioners as referred to by John Aagaard.

Steen Riisgaard explained that there are many reasons why it is difficult to sell tablets in the USA, and one of them is differences in traditions. To give an example, Steen Riisgaard said that US allergologists traditionally give allergy shots, i.e. the allergologist blends a cocktail of the allergens to which the patient reacts, so that the patient receives some five-six allergens at the same time and the shot given has been prepared specifically for that patient. So, Steen Riisgaard explained, it is a bit of a revolution for US allergologists to have to decide whether to offer tablet treatment to a person who is allergic to or reacts to skin prick tests for several allergens, but is only seriously affected by grass pollen. Steen Riisgaard stated that there are a number of other barriers to be overcome, so focusing on the potential effect of the doctors' own finances is off the mark.

Re investment in marketing

Steen Riisgaard commented that it is very expensive to cultivate a market such as the USA. Steen Riisgaard explained that the current marketing expenses in the USA are borne by Merck. Steen Riisgaard stated that the very large and costly marketing efforts currently being made in the USA to get the products onto the market are paid for by Merck alone, and at ALK we should be pleased that ALK has in fact entered into an evergreen agreement with Merck.

Re outlook for 2016 and onwards

Steen Riisgaard explained that ALK has previously led the market to expect too much and hence ALK is cautious when it comes to the long-term outlook. So Steen Riisgaard explained that as the management of ALK gains more knowledge, this knowledge will be passed on to shareholders.

Steen Riisgaard then gave the floor back to the chairman of the meeting.

The chairman of the meeting asked whether anyone else wanted to take the floor and then gave the floor to the next speaker, Mogens Kristensen.

Mogens Kristensen found that much weight had been attached to expectations in Russia, but that Russia was currently in a delicate situation and pointed out that there are various restrictions on imports of this and that and consequently maybe also on work within research and treatment of applications, etc. Mogens Kristensen then asked the following questions:

Do the figures stated for 2016/2017 in relation to approval of products take into account any restrictions for Russia, or do these not have any impact at all in the registration phase and in relation to the partnership with the American company Abbott? Have any restrictions been imposed on the part of the Russians so that we can expect delays in relation to the figures stated?

The chairman of the meeting gave the floor to Steen Riisgaard so that he could answer the questions.

Steen Riisgaard thanked for the questions, adding that they provide an excellent example of how changeable our world is. Steen Riisgaard then explained that there are currently no restrictions on the part of the Russians that will make it difficult for ALK or Abbott to operate in Russia. Steen Riisgaard therefore concluded that currently expectations in relation to marketing in Russia in 2017 are not affected by the situation that has arisen in Russia within the last year, but added that much could still happen.

Steen Riisgaard then gave the floor back to the chairman of the meeting.

As no-one else wished to take the floor, the chairman of the meeting, with the consent of the Annual General Meeting, noted:

- that the general meeting had taken note of the report from the Board of Directors,
- that the general meeting had adopted the annual report and discharged the Board of Directors and Board of Management from their duties, and
- that the general meeting had approved the proposal for allocation of the profit.

Re 4: Approval of the remuneration to the Board of Directors for the present year

The chairman of the meeting stated that the next item on the agenda was approval of the remuneration to the Board of Directors for the present year.

The chairman stated that the Board of Directors proposed to the general meeting that the fees to the Board of Directors remain unchanged, meaning

- that remuneration to members of the Board of Directors amounted to DKK 275,000,
- that remuneration to the Chairman was three times that amount, DKK 825,000, and
- that remuneration to the Vice Chairman was twice that amount, DKK 550,000.

The Board of Directors furthermore proposed:

- that remuneration to the chairmen of these committees remained unchanged at DKK 150,000, and
- that remuneration to the members of the Board of Directors who were members of the company's Board committees remained unchanged at DKK 100,000.

As no shareholders wished to take the floor, the chairman of the meeting, with the consent of the general meeting, established that the proposal had been adopted.

Re 5: Election of Chairman of the Board of Directors

The chairman of the meeting stated that the Board of Directors proposed re-election of Steen Riisgaard.

The chairman of the meeting also stated that the Chairman's directorships in other commercial enterprises were listed in the annual report 2014.

Since no other names were put forward as Chairman of the Board of Directors, Steen Riisgaard was re-elected for a period of one year.

Re 6: Election of Vice Chairman

The chairman of the meeting informed the general meeting that Christian Dyvig wished to retire from the Board of Directors and therefore did not seek re-election as Vice Chairman. The chairman of the meeting stated that the Board of Directors proposed election of Lene Skole as new Vice Chairman.

The chairman of the meeting also stated that Lene Skole had been a member of the Board of Directors since the previous year's annual general meeting and that her directorships in other commercial enterprises were listed in the annual report 2014. The chairman of the meeting added that she had now also joined the Board of Directors of Dong Energy A/S.

Since no other names were put forward as Vice Chairman of the Board of Directors, Lene Skole was elected for a period of one year.

Re 7: Election of members of the Board of Directors

The chairman of the meeting stated that the Board of Directors proposed re-election of:

- Anders Gersel Pedersen
- Jakob Riis

With respect to existing members' directorships in other commercial enterprises, reference was made to the annual report.

The chairman of the meeting stated that Thorleif Krarup and, as previously mentioned, Christian Dyvig did not seek re-election and that the Board of Directors proposed election of Lars Holmqvist and Per Valstorp as new members.

The chairman of the meeting then gave the floor to Steen Riisgaard, who motivated the proposal to elect Lars Holmqvist and Per Valstorp as new Board members.

Election of other members of the Board of Directors – Lars Holmqvist

Steen Riisgaard explained that the Board of Directors proposed election of two new candidates, but the first new candidate was almost a re-election, as Lars Holmqvist was on the Board of Directors of ALK from 2010 to 2013, when he had to retire as he was working in the USA and did not have time to serve on the Board. Steen Riisgaard said that Lars Holmqvist had now returned to Europe and has time again. Steen Riisgaard also said that Lars Holmqvist was born in 1959 and is a Sweden citizen, that he is a business economist and that he has worked for Pharmacia, Boston Scientific Corporation, Medtronic, Applied Biosystems, DAKO and Agilent Technologies. Steen Riisgaard furthermore stated that Lars Holmqvist is now a senior advisor to Bain Capital and will soon also be a member of the Board of Directors of the Lundbeck Foundation. Steen Riisgaard added that the Board of Directors proposes Lars Holmqvist as a member due to his experience in management, finance, sales and marketing in international life science companies.

Election of other members of the Board of Directors – Per Valstorp

Steen Riisgaard then stated that the Board of Directors proposed election of Per Valstorp as a new member. Steen Riisgaard said that Per Valstorp was born in 1949, is a Danish citizen and holds an MSc in Operational Research & Planning and that he has previously worked for KPMG, and for 26 years – from 1987 to 2013 – he was production director at Novo Nordisk, where he was responsible for global production, procurement and investment. Steen Riisgaard added that Per Valstorp is a professional board member with directorships in a number of companies and the Board of Directors proposes him as a member due to his considerable experience in global production, not least within the pharmaceutical industry.

Thank you

Steen Riisgaard then explained that two new candidates were required because two members of the Board of Directors were retiring.

Steen Riisgaard said that Thorleif Krarup was retiring after 10 years on the Board of Directors of ALK, serving as Chairman of the Board from 2011 to 2012. Steen Riisgaard also said that Thorleif Krarup had witnessed many changes at ALK and that his calm approach, focus on the broad perspective and experience had been great assets. Steen Riisgaard added that Thorleif Krarup's background from the financial sector had also been valuable – he had been an eminent chairman of the Audit Committee, and Steen Riisgaard thanked him for his work.

Steen Riisgaard said that Christian Dyvig was also retiring from the Board of Directors, that he had been a member of the Board of Directors and Vice Chairman of ALK for three years, but that he had now retired from his position as CEO of the Lundbeck Foundation in order to concentrate on private activities. Steen Riisgaard thanked Christian Dyvig for his continuous efforts to raise the bar – and for his work as a member of the Chairmanship, the Board of Directors and Board committees.

Members elected by the employees of the Company

Steen Riisgaard then informed the general meeting that the employees had recently elected their representatives on the Board of Directors. Facility Manager Jacob Kastrup and Senior CMC Project Manager Katja Barnkob Thalund had been re-elected, while Director, Head of Global Pharmacovigilance Support Andreas Slyngborg Holst had been elected as a new member. Steen Riisgaard congratulated the employee representatives, adding that he looked forward to working with them.

Steen Riisgaard also noted that Dorthe Seitzberg was retiring from the Board of Directors and thanked her for her good input and ability to convey sentiments from the engine room to the Board room.

Steen Riisgaard then gave the floor back to the chairman of the meeting.

The chairman of the meeting noted that there were no other candidates and that Anders Gersel Pedersen, Jakob Riis, Lars Holmqvist and Per Valstorp had all been elected for a period of one year. The chairman of the meeting congratulated the members of the Board of Directors on their election.

The chairman of the meeting noted that the members of the Board of Directors elected at the general meeting were:

- Steen Riisgaard (Chairman)
- Lene Skole (Vice Chairman)
- Anders Gersel Pedersen
- Jakob Riis
- Lars Holmqvist
- Per Valstorp
-

The chairman of the meeting then stated that the Board of Directors also includes the following members elected by the employees of the Company:

- Jacob Kastrup
- Katja Barnkob Thalund
- Andreas Slyngborg Holst

The chairman of the meeting then gave the floor to Helge Sølgaard, who wished to say a few words.

Helge Sølgaard started by congratulating the members of the Board of Directors on their election. Helge Sølgaard then said that in future he would encourage all candidates personally to introduce themselves.

The chairman of the meeting gave the floor to Steen Riisgaard so that he could comment on this suggestion.

Steen Riisgaard said that this was worth considering, but as the candidates proposed and elected were present at the meeting, at least there was now a chance to meet them after the Annual General Meeting. Steen Riisgaard also noted that the same procedure would presumably be followed at next year's annual general meeting, but that the suggestion was worth considering.

Steen Riisgaard then gave the floor back to the chairman of the meeting.

Re 8: Appointment of auditor

The chairman of the meeting stated that the Board of Directors proposed re-appointment of Deloitte Statsautoriseret Revisionspartnerselskab.

The chairman of the meeting noted that the general meeting re-appointed Deloitte Statsautoriseret Revisionspartnerselskab as the Company's auditors.

Re 9: Approval of the revised general guidelines for incentive payments to the Board of Management of ALK-Abelló A/S

The chairman of the meeting stated that the next item on the agenda was approval of the revised general guidelines for incentive payments to the Board of Management. The chairman of the meeting stated that the proposal for the revised general guidelines had been available at the Company's website since the Annual General Meeting was convened.

The chairman of the meeting presented the proposal, which entailed that (i) in future shares are to be granted at the discretion of the Board of Directors and to be conditional upon the individual member of the Board of Management still being employed by the Company, as opposed to previously when they were conditional upon the fulfilment of certain predefined targets. Furthermore, (ii) it is specified that shares can only be granted after a period of minimum three years' employment and not in increments before that.

The chairman of the meeting explained that the background to the proposal was a wish to give the Board of Directors greater flexibility in connection with grants and to enable grants in situations where the preconditions had changed, but the Board of Management had achieved the desired result. This would apply both in situations where criteria had not been met, but granting of shares was appropriate, and where criteria had been met, but granting of shares was not appropriate.

The chairman of the meeting gave the floor to Steen Riisgaard, who motivated the proposal.

Steen Riisgaard made it clear that the proposal was not aimed at making it easier for the Board of Management to obtain full grants of conditional shares, but explained that the background to the proposal was that ALK is a company in transformation and hence it may be difficult at the start of the year to predict exactly what it will be important for the Board of Management to achieve in the coming period.

Steen Riisgaard then explained that very firm numerical targets might have been met while important strategic steps had been neglected, or vice versa, that numerical targets had not quite been met, but that important strategic initiatives had been successfully implemented and the company was better geared for the future.

Steen Riisgaard explained that the Board of Directors wished to take this overall assessment into account when granting conditional shares in future.

Steen Riisgaard informed the general meeting that before the meeting some foreign investors had pointed out that the new wording in principle reduces transparency, that the Board of Directors had taken note of this argument, and that in future the Board of Directors would explain the rationale behind any share grants at the annual general.

Finally, Steen Riisgaard added that the Board of Directors hoped for the support of the general meeting for the proposal.

Steen Riisgaard then gave the floor back to the chairman of the meeting.

As no shareholders wished to take the floor, the chairman of the meeting, with the consent of the general meeting, established that the proposal had been adopted.

Re 10: Authorisation to the chairman of the meeting

The chairman of the meeting stated that the final item on the agenda was authorisation to the chairman of the general meeting to make such changes and additions to the resolutions adopted at the general meeting and to the notification to the Danish Business Authority as may be required by the Business Authority in connection with the registration of the amendments adopted.

As no shareholders wished to take the floor, the chairman of the meeting, with the consent of the general meeting, established that the proposed authorisation to the chairman of the meeting was adopted.

The chairman of the meeting stated that there were no more items on the agenda, and as no shareholders wished to take the floor, the chairman of the meeting thanked those present and concluded that his duties as chairman of the meeting had now been fulfilled.

The chairman of the meeting then gave the floor to the Chairman of the Board of Directors.

In a few concluding remarks, the Chairman of the Board of Directors thanked the chairman for chairing the meeting and the shareholders for attending the general meeting and showing an interest in ALK and then announced that light refreshments were available in the foyer, where the shareholders would have the opportunity to meet the new, re-elected and retiring members of the Board of Directors and the Board of Management.

General meeting adjourned.

Chairman of the meeting

Chairman of the Board of Directors

Niels Kornerup

Steen Riisgaard