

GENMAB A/S

SCIENTIFIC COMMITTEE CHARTER

1. STATUS

The Scientific Committee (the "Committee") is a committee of the Board of Directors (the "Board") established in accordance with article 11 of the Rules of Procedure for the Board of Directors of Genmab A/S (the "Company").

2. PURPOSE

The role of the Committee shall be to provide input and advise the Board in matters relating to the Company's research & development ("R&D") strategy, including reviewing the Company's pre-clinical and clinical product pipeline and the ranking thereof in view of the Company's overall strategy and vision.

3. COMPOSITION

The Committee shall consist of at least three (3) non-executive Board members with a broad scientific and medical understanding and experience.

The majority of the members shall be independent Board members as defined by Danish laws and corporate governance recommendations.

The Board shall appoint the members of the Committee, including the chairperson.

The members shall serve until such members' successor is duly appointed or until such members' earlier resignation or removal. The members of the Committee may be removed at any time, with or without cause, by the Board.

4. OPERATIONS

The Committee shall meet at least two (2) times per year or more frequently as the circumstances dictate. The chairperson of the Committee shall chair all Committee meetings and set the agendas for these.

The Committee is governed by the same rules regarding meetings, notice of meetings, waiver of notice of meetings, and quorum as outlined in the Rules of Procedure for the Board of Directors of Genmab A/S.

All Board members that are not members of the Committee may attend the meetings of the Committee. The Committee may invite to its meetings any Board member, Executive Management members or employees of the Company or such other persons as it deems appropriate in order to carry out its responsibilities. In addition, the members of the Committee may attend R&D related meetings of the Company, as the Company deems relevant.

The Committee shall appoint a secretary to the Committee and ensure that appropriate minutes are taken and duly signed by all members of the Committee.

5. AUTHORITY

The Committee is authorized only to prepare recommendations and reports to the Board regarding the Company's R&D strategy and pipeline, and not to make any final decisions on any matter on behalf of the Board.

The Committee may engage external advisers with the prior consent of the chairman of the Board.

The Company shall provide the Committee members with such relevant information as the Committee members may reasonably request.

6. RESPONSIBILITIES

The primary duties and responsibilities of the Committee are:

- to review and discuss the preclinical and clinical product portfolio of the Company, including the commercial attractiveness and the ranking thereof;
- to review and discuss the Company's R&D strategy and to review science and technology trends that the Company believes are of significant importance;
- to provide strategic advice and make recommendations to the ongoing R&D programs of the Company;
- to review the (quality of) the R&D capacity of the Company and the organization thereof, including the product development process; and
- to review and discuss the Company's intellectual property strategies.

7. REPORTING

Minutes are prepared for each of the Committee meetings. A copy of the approved and signed minutes shall be kept by the Company.

The Committee shall regularly update the Board of the Committee's on its activities and discussions, and present recommendations and proposals to the Board for consideration and approval. 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.

8. EVALUATING PERFORMANCE

On a regular basis, the Committee shall evaluate its own performance, both of individual members and collectively and shall assess the achievement of the duties specified in this charter. Findings and recommendations shall be reported to the Board.

9. REVIEW OF THE COMMITTEE CHARTER

The scientific committee charter shall be reviewed annually, and the Committee shall discuss any requested changes with the Board. The Board shall approve any proposed changes to the charter.

Adopted by the Board on March 28, 2017