

# PROXY FORM



For use at the Annual General Meeting of Genmab A/S on Tuesday April 10, 2018.

The undersigned hereby assigns the following proxy:

Please mark the appropriate box A), B) or C) or grant your proxy at [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or at [www.genmab.com](http://www.genmab.com).

A)  Proxy is assigned to the following third party (the proxy may be withdrawn at any time):

\_\_\_\_\_  
Name and address of proxy (please use BLOCK CAPITALS)

or

B)  Proxy is assigned to the Board of Directors (with right of substitution) to vote in accordance with the recommendations of the Board of Directors as stated in the table below. The proxy may be withdrawn at any time.

or

C)  Proxy is assigned to the Board of Directors (with right of substitution) to vote in accordance with the voting directions given in the table below. Please mark the box "FOR", "AGAINST" or "ABSTAIN". The proxy may be withdrawn at any time.

## Resolutions on the Agenda of the Annual General Meeting on April 10, 2018

	FOR	AGAINST	ABSTAIN	The Board's recommendation
1. Report of the Board of Directors on the Company's activities during the year .....	■	■	■	-
2. Approval of the audited Annual Report and discharge of the Board of Directors and the Executive Management.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
3. Decision as to the distribution of profit according to the approved Annual Report .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4. Election of members of the Board of Directors:				
Re-election of Mats Pettersson .....	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
Re-election of Dr. Anders Gersel Pedersen .....	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
Re-election of Deirdre P. Connelly .....	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
Re-election of Pernille Erenbjerg .....	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
Re-election of Rolf Hoffmann .....	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
Re-election of Dr. Paolo Paoletti .....	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
5. Election of auditor:				
Re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab.....	<input type="checkbox"/>	■	<input type="checkbox"/>	FOR
6. Proposals from the Board of Directors:				
a. Amendment of the Remuneration Principles for the Board of Directors and the Executive Management.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
b. Adoption of the Board of Directors' remuneration for 2018.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
c. Amendment of Article 4A (authorization to issue shares) .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
d. Amendment of Article 8 (language of documents prepared in connection with the general meeting) .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
e. Amendment of Article 12 (retirement age for the members of the Board of Directors) .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
7. Authorization of chairman of General Meeting to register resolutions passed by General Meeting .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
8. Miscellaneous .....	■	■	■	-

If the proxy form has only been dated and signed, or only partly completed, it will be considered as having been given in accordance with the recommendations of the Board of Directors, as detailed in the table above.

The proxy applies to all topics dealt with at the Annual General Meeting. If new proposals are presented and put to the vote, including proposals for amendments or candidates not appearing on the list, the proxy holder shall vote on your behalf in accordance with his/her convictions. The proxy applies to the number of shares owned by the undersigned on the registration date, Tuesday April 3, 2018. The shareholding is determined on the basis of entry in the register of shareholders and notifications of ownership that the Company has received, but has not yet entered in the register of shareholders.

Date | | | | | 2 | 0 | 1 | 8 |      Name of shareholder: \_\_\_\_\_

Address: \_\_\_\_\_

Postcode and city: \_\_\_\_\_

VP reference: \_\_\_\_\_

Signature: \_\_\_\_\_

The proxy must be received by VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark, no later than **Friday, April 6, 2018 at 11:59 PM CEST** by using the enclosed reply envelope. The form may also be returned by fax to +45 4358 8867 or by e-mail to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

You may also visit the website of VP Investor Services A/S at [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or Genmab A/S at [www.genmab.com](http://www.genmab.com) to assign a proxy.

## POSTAL VOTING FORM

For use at the Annual General Meeting of Genmab A/S on Tuesday April 10, 2018.

The undersigned hereby casts a postal vote as follows:

### Resolutions on the Agenda of the Annual General Meeting on April 10, 2018

	FOR	AGAINST	ABSTAIN	The Board's recommendation
1. Report of the Board of Directors on the Company's activities during the year .....	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	-
2. Approval of the audited Annual Report and discharge of the Board of Directors and the Executive Management.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
3. Decision as to the distribution of profit according to the approved Annual Report ...	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4. Election of members of the Board of Directors:				
Re-election of Mats Pettersson .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
Re-election of Dr. Anders Gersel Pedersen .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
Re-election of Deirdre P. Connelly .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
Re-election of Pernille Erenbjerg.....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
Re-election of Rolf Hoffmann .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
Re-election of Dr. Paolo Paoletti .....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
5. Election of auditor:				
Re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab....	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	FOR
6. Proposals from the Board of Directors:				
a. Amendment of the Remuneration Principles for the Board of Directors and the Executive Management.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
b. Adoption of the Board of Directors' remuneration for 2018.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
c. Amendment of Article 4A (authorization to issue shares) .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
d. Amendment of Article 8 (language of documents prepared in connection with the general meeting) .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
e. Amendment of Article 12 (retirement age for the members of the Board of Directors).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
7. Authorization of chairman of General Meeting to register resolutions passed by General Meeting.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
8. Miscellaneous .....	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	-

The postal vote applies to the number of shares that the undersigned owns on the registration date, Tuesday April 3, 2018. The shareholding is determined on the basis of entry in the register of shareholders and notifications of ownership that the Company has received, but has not yet entered in the register of shareholders.

**Please note that once the Company has received the postal vote, it cannot be revoked.**

Date    /    /    | 2018 | Name of shareholder: \_\_\_\_\_

Address: \_\_\_\_\_

Postcode and city: \_\_\_\_\_

VP reference: \_\_\_\_\_

Signature: \_\_\_\_\_

The postal vote must be received by VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark, no later than **Monday, April 9, 2018 at 10:00 AM CEST** by using the enclosed reply envelope. The postal vote may also be returned by fax to +45 4358 8867 or by e-mail to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

You may also visit the website of VP Investor Services A/S at [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or Genmab A/S at [www.genmab.com](http://www.genmab.com) to assign a postal vote.