

## PASSING OF GENMAB A/S' ANNUAL GENERAL MEETING

*Summary: At Genmab A/S' Annual General Meeting held today on April 21, 2010 the Annual Report for 2009 was approved, discharge was given to the Board of Directors and the Management and the year's loss was carried forward. Two members of the Board of Directors were re-elected and PricewaterhouseCoopers was re-elected as auditor of the Company. The proposals from the Board of Directors to change the Articles of Association were adopted.*

**Copenhagen, Denmark; April 21, 2010** – Genmab A/S (OMX: GEN) held its Annual General Meeting, today April 21, 2010 at 2:00 pm at Radisson Blu Scandinavia Hotel, Amager Boulevard 70, 2300 Copenhagen S, Denmark.

At the meeting Chairman of the Board Dr. Michael B. Widmer gave – on behalf of the Board – a report on the Company's activities during the past year. Chief Executive Officer and member of the Board, Lisa N. Drakeman presented plans for the year ahead, and Chief Financial Officer David Eatwell presented the Annual Report for 2009 endorsed by the auditors. The report was approved and discharge was given to the Board and the Management.

It was decided that the year's loss of DKK 1,186 million be carried forward by transfer to accumulated deficit, as stated in the Annual Report.

Dr. Anders Gersel Pedersen and Dr. Burton G. Malkiel were both re-elected to the Board for a three year period.

PricewaterhouseCoopers Statsautoriseret Revisionsaktieselskab A/S was re-elected as the Company's auditor.

The General Meeting adopted the proposals from the Board to change the Company's Articles of Association, as follows:

- The proposal to adopt a new Article 3A to the Articles of Association stating that the group language is English.
- The proposal to revise the provision on authorization to raise loans against convertible bonds or other convertible financial instruments in Article 5A to the Articles of Association in accordance with the new Danish Companies Act so that the maximum of one half of the amount of the share capital is omitted and the authorization is granted for a new five year period. The limit in the authorization is furthermore reduced to a maximum of DKK 1 billion.

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- The proposal to amend Article 6 and Schedule C so that the Danish terminology concerning “register of shareholders” and “registrar” is changed. This will only affect the Danish version of the Articles of Association. Article 6 is furthermore amended so that only the name and CVR number of the keeper of the Company’s Register of Shareholders is stated.
- The proposal to amend Article 7 so that “the Danish Securities Centre” is replaced with “VP Securites A/S”.
- The proposal to amend Article 8 so that the minority protection requirement is reduced to 1/20 and so that the notice periods are changed to no less than three weeks and no more than five weeks. Furthermore, the deadline for a shareholder’s written request to have an item included on the agenda is changed to within six weeks of the Annual General Meeting and the wording of Article 8 is adjusted and specified in accordance with the wording of new Danish Companies Act.
- The proposal to amend Article 9 so that the provision reflects the new requirements in the Danish Companies Act concerning documents made available on the Company’s website before the General Meeting is held.
- The proposal to amend Article 10 so that the concept in the new Danish Companies Act of “the date of registration” is incorporated into the Articles of Association and so that the restriction to the validity of a proxy is removed. Provisions reflecting the rules on voting by post and the new rule in the Danish Companies Act, pursuant to which proxies may be accompanied by an advisor, are furthermore inserted into Article 10.
- The proposal to amend the reference to the Companies Act in Article 11. This only affects the Danish version. The wording is furthermore adjusted in accordance with the wording of the new Danish Companies Act.
- The proposal to amend Article 12 to allow for employees in the Company and in Company’s foreign subsidiaries to elect employee board members. The wording of Article 12 is furthermore adjusted in accordance with the new Danish Companies Act.
- Proposal to insert a provision regarding electronic communication into Article 16 thus, among others, allowing the Company to communicate with its shareholders via e-mail. As a result, the Articles 16-18 are renumbered 17-19.
- Proposal to insert provisions into the Company’s Warrant Scheme of August 3, 2004 so that a warrant holder is obliged to give notice of changes in the warrant holders contact information and is obliged to give notice and present proof of transfer of warrants to a wholly-owned company.

### **About Genmab A/S**

Genmab is a leading international biotechnology company focused on developing fully human antibody therapeutics for the potential treatment of cancer. Genmab’s world class discovery and

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development teams are using cutting-edge technology to create and develop products to address unmet medical needs. Our primary goal is to improve the lives of patients who are in urgent need of new treatment options. For more information on Genmab's products and technology, visit [www.genmab.com](http://www.genmab.com).

*This Stock Exchange Release contains forward looking statements. The words "believe", "expect", "anticipate", "intend" and "plan" and similar expressions identify forward looking statements. Actual results or performance may differ materially from any future results or performance expressed or implied by such statements. The important factors that could cause our actual results or performance to differ materially include, among others, risks associated with product discovery and development, uncertainties related to the outcome and conduct of clinical trials including unforeseen safety issues, uncertainties related to product manufacturing, the lack of market acceptance of our products, our inability to manage growth, the competitive environment in relation to our business area and markets, our inability to attract and retain suitably qualified personnel, the unenforceability or lack of protection of our patents and proprietary rights, our relationships with affiliated entities, changes and developments in technology which may render our products obsolete, and other factors. For a further discussion of these risks, please refer to the section "Risk Management" in Genmab's Annual Report, which is available on [www.genmab.com](http://www.genmab.com). Genmab does not undertake any obligation to update or revise forward looking statements in this Stock Exchange Release nor to confirm such statements in relation to actual results, unless required by law.*

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