

*THIS ANNOUNCEMENT IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA, JAPAN, THE REPUBLIC OF SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL.*

## **GENMAB RAISES DKK 998 MILLION IN PRIVATE PLACEMENT**

### **Company Announcement**

- **DKK 998 million gross raised from placing of 4,600,000 shares at DKK 217 per share**
- **New share capital of 56,355,722 shares after registration of the capital increase, expected on January 29, 2014**

**Copenhagen, Denmark; January 24, 2014 - Genmab A/S (OMX: GEN) announced today it has raised gross proceeds of DKK 998 million following pricing of its previously announced private placement (see Company Announcement No. 2 dated January 23, 2014).** Genmab will issue 4,600,000 new shares with a nominal value of DKK 1 each at a price of DKK 217 per share.

Potential uses for the net proceeds from the transaction may include, among other things, and without limiting Genmab's discretion, the funding of:

- Clinical development of HuMax<sup>®</sup>-TF-ADC (currently in a Phase I study in eight solid tumors)
- Progressing Genmab's pipeline of pre-clinical projects towards clinical development
- Further development of Genmab's proprietary technologies, the DuoBody<sup>®</sup> platform and HexaBody<sup>™</sup> platform
- Potential complimentary acquisitions of new products, technologies or businesses that would further expand Genmab's capabilities and product portfolio
- General corporate purposes to support the development of Genmab's pipeline and business

The new shares to be issued as a result of the private placement represent approx. 8.9 % of Genmab's registered share capital before the capital increase.

Following the capital increase, Genmab will have a registered nominal share capital of DKK 56,355,722 divided into 56,355,722 shares of DKK 1 each. Registration of the capital increase with the Danish Business Authority is expected to take place on January 29, 2014. Genmab's updated articles of association will be published separately and made available at Genmab's website, [www.genmab.com](http://www.genmab.com).

The settlement date, on which the new shares will be delivered to the investors against payment, is expected to be January 29, 2014. The settlement is subject to customary closing conditions.

Expected date of admission for trading and official listing of the new shares is January 30, 2014. The new shares will be admitted to trading and official listing under the existing ISIN securities identification code for Genmab's shares.

In the placing agreement, Genmab has agreed to a 180-day lock-up period on future share issuances, subject to waiver by the global coordinator and to customary exceptions, including for shares issued in

## GENMAB RAISES DKK 998 MILLION IN PRIVATE PLACEMENT

connection with licensing, collaboration or acquisition transactions that are locked up for the remainder of the 180-day period.

### About Genmab A/S

Genmab is a publicly traded, international biotechnology company specializing in the creation and development of differentiated human antibody therapeutics for the treatment of cancer. Founded in 1999, the company's first marketed antibody, ofatumumab (Arzerra<sup>®</sup>), was approved to treat chronic lymphocytic leukemia in patients who are refractory to fludarabine and alemtuzumab after less than eight years in development. Genmab's validated and next generation antibody technologies are expected to provide a steady stream of future product candidates. Partnering of innovative product candidates and technologies is a key focus of Genmab's strategy and the company has alliances with top tier pharmaceutical and biotechnology companies. For more information visit [www.genmab.com](http://www.genmab.com).

### Contact:

Rachel Curtis Gravesen, Senior Vice President, Investor Relations & Communications  
T: +45 33 44 77 20; M: +45 25 12 62 60; E: [r.gravesen@genmab.com](mailto:r.gravesen@genmab.com)

*The distribution of this press release in certain jurisdictions may be restricted by law. No action has been taken by Genmab or its placement agents, or any of their respective affiliates, that would permit a public offer of the new shares in any jurisdiction where action for that purpose is required. This announcement is for information purposes only and does not constitute an offer to purchase or the solicitation of an offer to buy any new shares in any jurisdiction in which such an offer or solicitation is unlawful. Persons into whose possession this press release comes are required to inform themselves about and to observe any such restrictions.*

*This announcement and the information contained herein is not an offer of securities for sale in the United States. The securities discussed herein have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. This announcement is not for distribution directly or indirectly in or into the United States, Canada, Australia, Japan or the Republic of South Africa and does not constitute an offer of securities for sale in any of those jurisdictions or any other jurisdiction in which such an offer would be unlawful. No public offering of the securities referred to herein will be made in Denmark or elsewhere.*

*This announcement is not an offer to sell nor a solicitation to buy the new shares nor a prospectus for the purposes of Directive 2003/71/EC (such Directive, together with any applicable implementing measures in the relevant member state of the European Economic Area and as amended, including by Directive 2010/73/EU, to the extent implemented in the relevant member state, the "Prospectus Directive"). There will be no offer to the public of the new shares in any member state of the European Economic Area and no prospectus or other offering document has been or will be prepared in connection with the sale of the new shares by the Company. In the European Economic Area the new shares will only be offered and sold to "qualified investors" as defined in the Prospectus Directive or in other circumstances falling within Article 3(2) of the Prospectus Directive.*

*This announcement does not constitute an offer of the new shares to the public in the United Kingdom, nor is it intended to be an inducement to engage in investment activity for the purpose of section 21 of the Financial Services and Markets Act 2000 (as amended) of the United Kingdom. Consequently, this announcement is only directed at (i) persons who are outside the United Kingdom; (ii) investment professionals within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 as amended (the "Order"); (iii) persons falling within Article 49(2)(a)-(d) of the Order; or (iv) other persons to whom it may be lawfully be communicated, together being referred to as "relevant persons". The new shares are only available to, and any invitation, offer or agreement to purchase or otherwise acquire the new shares will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.*

*This announcement does not constitute or form part of, and should not be construed as an offer or the solicitation of an offer to subscribe for or purchase the new shares, and nothing contained therein shall form the basis of or be relied on in connection with any contract or commitment whatsoever, nor does it constitute a recommendation regarding the new shares. An investment decision to buy any of the new shares in the private placement must be made solely on the basis of the information disclosed by Genmab in its Company Announcements (including the documents attached thereto or referenced therein). Such information is not the responsibility of, and has not been independently verified by any of the placement agents or their respective affiliates. The placement agents are acting only for Genmab in connection with the private placement and no one else, and will not be responsible to anyone other than Genmab for providing the protections offered to their clients nor for providing advice in relation to the private placement.*

*This Company Announcement 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*

## GENMAB RAISES DKK 998 MILLION IN PRIVATE PLACEMENT

*performance to differ materially include, among others, risks associated with pre-clinical and clinical development of products, 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 risk management sections in Genmab's most recent financial reports, which are available on [www.genmab.com](http://www.genmab.com). Genmab does not undertake any obligation to update or revise forward looking statements in this Company Announcement nor to confirm such statements in relation to actual results, unless required by law.*

Genmab A/S and its subsidiaries own the following trademarks: Genmab<sup>®</sup>; the Y-shaped Genmab logo<sup>®</sup>; Genmab in combination with the Y-shaped Genmab logo<sup>™</sup>; the DuoBody logo<sup>™</sup>; HuMax<sup>®</sup>; HuMax-CD20<sup>®</sup>; DuoBody<sup>®</sup>; HexaBody<sup>™</sup> and UniBody<sup>®</sup>. Arzerra<sup>®</sup> is a registered trademark of GlaxoSmithKline.