

Passing of Genmab A/S' Annual General Meeting

Company Announcement

- **At Genmab A/S' Annual General Meeting held today on April 17, 2013 the Annual Report for 2012 was approved**
- **Discharge was given to the Board of Directors and the Executive Management and the year's loss was carried forward**
- **A new member was elected to the Board of Directors and two members of the Board of Directors were re-elected**
- **PricewaterhouseCoopers was re-elected as auditor of the Company**
- **The proposal from the Board of Directors on the Board of Directors' remuneration for 2013 and the proposals to amend Article 4A, Article 5, Article 5A and Article 16 in the Articles of Association were adopted**

Copenhagen, Denmark; April 17, 2013 – Genmab A/S (OMX: GEN) held its Annual General Meeting, today April 17, 2013 at 2:00 PM at Tivoli Hotel & Congress Center, Arni Magnussons Gade 2-4, DK-1577 Copenhagen V, Denmark.

At the meeting Chairman of the Board of Directors Dr. Anders Gersel Pedersen gave – on behalf of the Board of Directors – a report on the Company's activities during the past year. Chief Executive Officer Jan van de Winkel presented plans for the year ahead, and Chief Financial Officer David Eatwell presented the Annual Report for 2012 endorsed by the auditors. The report was approved and discharge was given to the Board of Directors and the Executive Management.

It was decided that the year's loss of DKK 456 million be carried forward by transfer to accumulated deficit, as stated in the Annual Report.

Mats Pettersson was elected to the Board of Directors for a one year period. Dr. Anders Gersel Pedersen and Dr. Burton G. Malkiel were both re-elected to the Board of Directors for a one year period.

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab was re-elected as the Company's auditor.

The General Meeting adopted the proposals from the Board of Directors, as follows:

- The proposal to adopt the Board of Directors' remuneration for 2013.
- The proposal to revise the provision to issue new shares in Article 4A in the Articles of Association so that the authorization is increased from nominally DKK 9,600,000 to nominally DKK 15,000,000 shares, so that the authorization is split in two – with and without preemption right for the existing shareholders – and so that the authorization is granted for a new five year period.
- The proposal to amend Article 5 to authorize the Board of Directors to issue additional warrants - without pre-emption rights for the existing shareholders - that give the right to subscribe up to nominally DKK 600,000 shares in the Company to members of the Company's Board of Directors, the Company's employees and consultants as well as employees and consultants of the Company's subsidiaries and to implement the corresponding capital increases.
- The proposal to revise the provision to raise loans against convertible bonds or other convertible financial instruments in Article 5A so that the authorization is split in two – with and without preemption right for the existing shareholders – and so that the authorization is granted for a new five year period. The limit in the authorization is furthermore raised to a maximum of DKK 1.5 billion.

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- The proposal to amend Article 16 so that registered shareholders going forward on their own initiative must submit an electronic address to the Company to which notices can be sent.

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®), 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.

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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 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. 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®; the Y-shaped Genmab logo®; the DuoBody™ logo; HuMax®; HuMax-CD20®; DuoBody®, HexaBody™ and UniBody®. Arzerra® is a trademark of GlaxoSmithKline.