

Unauthorized translation from Danish

THE FOUNDATION, ITS OBJECTS AND ACTIVITIES

1. The Foundation has been established by Grete Lundbeck (hereinafter referred to as the Founder).
2. In honour of the event that 40 years had passed since H. Lundbeck & Co. was formed, the Foundation received in 1956 shares for DKK 250,000 in H. Lundbeck & Co. A/S from H. Lundbeck & Co., Kemisk Pharmaceutisk Laboratorium A/S (KEFALAS A/S) in memory of the founder of the company, Mr Hans Lundbeck, manufacturer.

On 20 September 1957 Grete Lundbeck donated an additional number of shares for DKK 250,000 in H. Lundbeck & Co. A/S to the Foundation.

Since then the capital of the Foundation has been increased by donation and inheritance from Grete Lundbeck.

3. As at 1 January 1991 the Foundation merged with the GRETE OG HANS LUNDBECK'S LEGAT (foundation) also established by Grete Lundbeck. The assets of the latter foundation stems from donation and inheritance from the Founder.
4. The Foundation has been registered with the Danish Commerce and Companies Agency under CVR No. 11 81 49 13.

The Commercial Foundations Supervisory Authority is the Civil Law Directorate under the Danish Ministry of Justice.

5. As at 09 April 2015 the Foundation held 70 % of the share capital in H. LUNDBECK A/S which company was established in 1915 by the spouse of the Founder, Mr Hans Lundbeck, manufacturer.
6. The objects of H. LUNDBECK A/S are to carry on research and manufacture of as well as trade in medicinal products, chemicals and the like and, at the discretion of the Supervisory Board, to carry on any other business related hereto.
7. The objects of the Foundation are, as decided by the Board of Trustees of the Foundation,
  - a) to secure and extend the activities of the LUNDBECK GROUP
  - b) to make distributions for the purposes mentioned in statute 6 of the Statutes.
8. In the Statutes the Founder has left it to the Board of Trustee's discretion to decide in which business activities the Foundation shall be engaged, to which extent the assets of the Foundation shall be used for an extension of the business activities or for portfolio investments, respectively, and to which extent distributions shall be made out of the profit of the Foundation.

The Board of Trustees

## STATUTES

THE LUNDBECK FOUNDATION was established by Statutes of 4 March 1954.

The GRETE OG HANS LUNDBECK'S LEGAT (foundation) merged with the Foundation was established by Statutes of 26 October 1951.

The Statutes of the LUNDBECK FOUNDATION were adopted on 13 June 1991 by the Board of Trustees of the two foundations merged.

In their present form, the Statutes were adopted by the Board of Trustees on 9 April 2015.

## STATUTES OF "LUNDBECKFONDEN"

### I NAME, FOUNDER, REGISTERED OFFICE AND OBJECTS

- Statute 1 The name of the Foundation is "LUNDBECKFONDEN" (THE LUNDBECK FOUNDATION).
- Statute 2 The Foundation has been established by Grete Lundbeck, née Sterregaard.
- As at 1 January 1991 the Foundation merged with the GRETE OG HANS LUNDBECK'S LEGAT (foundation) also established by Grete Lundbeck.
- At the time of merger THE LUNDBECK FOUNDATION had capital and reserves of DKK 824,761,000 and the GRETE OG HANS LUNDBECK'S LEGAT (foundation) capital and reserves of DKK 232,540,000.
- Statute 3 The registered office of the Foundation is situated in the City of Copenhagen.
- Statute 4 The objects of the Foundation are, as decided by the Board of Trustees of the Foundation,
- a) to secure and extend the activities of the LUNDBECK GROUP
  - b) to make distributions for the purposes mentioned in Statute 6 of these Statutes.

### II THE BUSINESS ACTIVITIES OF THE FOUNDATION

- Statute 5 The business activities of the Foundation include research and manufacture of as well as trade in medicinal products, chemicals and the like as well as any other business activities which the Board of Trustees might decide to engage in.

### III THE DISTRIBUTING ACTIVITIES OF THE FOUNDATION

- Statute 6 The part of the Foundation's profit to be distributed pursuant to Statute 14 hereof may be distributed for the following purposes:
- a) The Foundation may make donations to descendants of the parents of the Founder and her spouse.
- The following shall have a right of priority:
- I) The sister of the Founder, Mrs Ellen Arildslund
  - II) The niece of the Founder, Mrs Henny Carlsen
  - III) The niece of the Founder, Mrs Birthe Christensen
  - IV) Mrs Birgit Petersen, née Carlsen
  - V) Mr Jan Carlsen
  - VI) Mrs Laila Fromm Poulsen
  - VII) Ms Else Wentorf

and their descendants at the first remove.

The donations may be given as lump sums or for a specific period or for life.

If the donations have been given for a specific period or for life, they shall be disbursed with a monthly payment at the end of every month.

The monthly payments which upon the death of the Founder had been bestowed on any of the persons mentioned in Statute 6 a) shall be paid in advance out of the annual profit of the Foundation.

The total annual payments according to Statute 6 a) to others than the persons mentioned above in I-VII must not exceed 8% of the profit for the year before tax less retained earnings in subsidiaries and associates, including LFI a/s. In compliance hereof, the required proportionate reduction shall be effected in the year concerned; however, payments promised to others than the 7 persons mentioned in I-VII hereof upon the death of the Founder shall be paid in advance out of the said 8%.

- b) The Foundation may grant support to and otherwise make distributions for the benefit of present and previous employees of the LUNDBECK GROUP, for instance for education, holidays and for holiday purposes. In so far as there is no need, in the given case, to make distributions at any other time of the year, such distributions shall only be made once a year at the birthday on 20 July of the deceased Hans Lundbeck, manufacturer.
- c) The Foundation may grant honorary awards to physicians, scientists and others.
- d) The Foundation may grant support for scientific purposes, primarily for specific projects.
- e) The Foundation may support special research projects within the LUNDBECK GROUP.
- f) The Foundation may grant support for hospitals and for the combating of diseases.
- g) The Foundation may support education in the widest sense of the word, possibly by way of interest-free loans.
- h) The Foundation may make donations for nurses.
- i) The Foundation may distribute up to 3% of the profit for the year before tax less retained earnings in subsidiaries and associates, including LFI a/s, for the support of old and/or sick people as well as those in need.
- j) The Foundation may support other purposes as decided by the Board of Trustees. However, support for such purposes may in a calendar year only account for 25% of the total distributions of the year.

- Statute 7 The Board of Trustees of the Foundation shall not be obliged to give priority To any of the distribution purposes mentioned in Statute 6 before others.
- Statute 8 Donations may be made after or without prior application.

#### IV CAPITAL OF THE FOUNDATION

- Statute 9 The basic capital of the Foundation is DKK 2,728,000,000 (two billion seven hundred and twenty eight million Danish kroner).
- Statute 10 The assets of the Foundation may be invested, and reinvested, in shares in H. LUNDBECK A/S or in other shares, bonds, mortgage deeds, in real property and in other sound values at the discretion of the Board of Trustees.
- Statute 11 The Board of Trustees of the Foundation may wholly or partly sell the Foundation's interests in the LUNDBECK GROUP if, in the opinion of the Board, this will be in the best interests of the Group.
- Statute 12 All cash payments to the Foundation shall immediately be deposited on a bank account in the name of the Foundation.
- Statute 13 The Board of Trustees of the Foundation shall exercise a voting right on the shares of the Foundation.

#### V PROFIT OF THE FOUNDATION

- Statute 14 Out of the profit of the Foundation before tax less retained earnings in subsidiaries and associates, including LFI a/s, at least 20% shall at first be allocated to the basic capital.

Besides, the Board of Trustees shall decide, within the framework laid down at any one time by Danish law, how the profit of the Foundation shall be distributed, including to which extent distributions shall be made from the Foundation in conformity with the rules in section III.

At the distribution of the profit of the Foundation, the Board of Trustees shall be obliged to pay regard to the fact that the business activities of the Foundation are secured the required capital for consolidation and growth according to commercially sound principles.

#### VI MANAGEMENT OF THE FOUNDATION

- Statute 15 The Foundation shall be managed by a Board of Trustees consisting of 6 members apart from the members who may be elected pursuant to section 22 of the Danish Act on Commercial Foundations.

At least one of the members of the Foundation shall be a lawyer or be a prominent personality within trade or industry, within the Danish medical profession or within medical scientific research.

The Board of Trustees shall from among its members elect a chairman and a deputy chairman.

Statute 16 The Board of Trustees is self-supplementing. Ordinary elections are held at the Annual General Meeting. The Board members elected by employees shall not participate in the election.

The six elected members are elected for one year at a time, i.e. for the period until the next Annual General Meeting, and are eligible for re-election for up to a maximum of 12 years and up to a maximum age of 75. If necessary, exceptions may be made to this rule to guarantee the desired overall competence profile of the Board.

Statute 17 The members of the Board of Trustees must not be related by blood or marriage or be financially dependant upon each other.

Persons who as self-employed traders or by virtue of their affiliation to a company can be considered to compete directly or indirectly with H. Lundbeck A/S and/or Group companies, shall not be entitled to be members of the Board of Trustees of the Foundation as long as the Foundation holds shares in one of these companies. The other Board members may grant exemption from this provision if unanimously decided.

Statute 18 The Board of Trustees shall meet at least twice a year.

The Board of Trustees shall make decisions when at least 2/3 of the members including the chairman or the deputy chairman are present.

The Board of Trustees shall make decisions subject to a simple majority of votes. In the event of any parity of votes, the chairman, and in his absence, the deputy chairman shall have a second and casting vote.

In the event of the absence of the chairman, the deputy chairman shall take his place.

A minute book signed by all Board members present shall be kept of the business transacted on the Board.

Statute 19 The Board of Trustees shall by rules of procedure lay down the detailed rules governing its activities.

Statute 20 As long as the Foundation holds shares in H. Lundbeck A/S and/or Group companies, it shall as far as possible be represented on the boards of the companies concerned.

Statute 21 The members of the Board of Trustees shall receive a fee for their work on the Board which in the aggregate shall not account for more than 8% of the average of the past 3 years' gross income less retained earnings in subsidiaries and associates, including LFI a/s. The fee shall be fixed for one year at a time with regard being paid to the nature and scope of the work.

If a member retires after having attained the age of 65, such member may be granted a pension for one year at a time.

A condition of receiving the pension is that the person concerned is willing to make his/her experience available to the Board of Trustees of the Foundation if required. If a Board member dies leaving a spouse, the Board of Trustees of the Foundation may in the same way grant a pension to the spouse. The same provision shall also apply in the event that the member in question has retired from the Board of Trustees.

- Statute 22 Board members elected by employees pursuant to section 22 of the Danish Act on Commercial Foundations shall only participate in the discussion of questions pertaining to the operations. Their fees shall be fixed considering the nature and scope of their work.
- Statute 23 The Board of Trustees shall appoint a Managing Director.
- Statute 24 The Foundation shall be legally bound by the joint signatures of the chairman and deputy chairman, or by the joint signatures of the chairman and the manager, or by the joint signatures of the deputy chairman and the Managing Director, or by the joint signatures of the entire Board of Trustees.

## VII ANNUAL REPORT AND AUDIT

- Statute 25 The Foundation's financial year shall be the calendar year.
- Statute 26 The Annual Report shall be audited by one or two State Authorised Public Accountants appointed by the Board of Trustees for one year at a time.
- Statute 27 The audited Annual Report shall be presented at the annual meeting to be held as soon as possible and within 5 months after the end of the financial year.

At the annual meeting the Board of Trustees shall also decide on the appointment of auditor(s), cf. Statute 26 hereof.

Thus adopted by the Board of Trustees of the Foundation on April 9, 2015.

On the Board of Trustees:

Jørgen Huno Rasmussen

Steffen Kragh

Lars Holmqvist

Povl Krogsgaard-Larsen

Gunhild Waldemar

Susanne Krüger Kjær

Peter Schütze

Vagn Flink Møller Pedersen

Henrik Sindal Jensen

Peter Adler Würtzen