

H. Lundbeck A/S

SCIENTIFIC COMMITTEE CHARTER

1. STATUS

The Scientific Committee (the "Committee") is a committee of the Board of Directors (the "Board") established in accordance with article 11 of the Rules of Procedure for the Board of Directors of H. Lundbeck A/S (the "Company").

2. PURPOSE

The role of the Committee shall be to provide input and advise the Board in matters relating to the Company's research & development ("R&D") strategy. Special focus is on risk in innovation. Important to get an understanding of risks related to R&D as they are of paramount importance to the company. Therefore, a key role for the scientific committee is to get in depth understanding of R&D strategic investments to provide a better understanding of these matters to the Board.

Further, the Committee will act to review the technical aspects of business development transactions that will supplement the pipeline with clinical stage assets.

3. COMPOSITION

The Committee shall consist of 2-3 non-executive Board members.

The Board shall appoint the members of the Committee, including the chairperson.

4. OPERATIONS

The Committee shall meet at least two (2) times per year or more frequently as the circumstances dictate. The chairperson of the Committee shall chair all Committee meetings.

The Committee is governed by the same rules regarding meetings for the Board of Directors of H. Lundbeck A/S.

All Board members that are not members of the Committee may attend the meetings of the Committee.

The responsibility for presenting the business development opportunities will lie with the Head of Business Development, who will be consistent attendee.

The Executive Head of Research and Development is responsible for presenting matters of relevance for the overall risk assessment of R&D strategy and investment to the Scientific Committee

5. AUTHORITY

The Committee is authorized to prepare recommendations and reports to the Board regarding the Company's R&D strategy and pipeline. The Committee cannot make any final decisions on any matter on behalf of the Board.

The committee will also develop recommendations for the Board on major strategic R&D investments from internal pipeline and in sourced project (BD)

The Committee may engage external advisers with the prior consent of the chairman of the Board.

The Company shall provide the Committee members with such relevant information as the Committee members may reasonably request.

6. REPORTING

Minutes are prepared for each of the Committee meetings. A copy of the minutes shall be kept by the Company.

The Committee shall regularly update the Board of the Committee's on its activities and discussions, and present recommendations and proposals to the Board for consideration and approval. All relevant information obtained by the Committee shall be shared with the entire Board.

Information about the Committee's duties and activities during the year shall be disclosed in the Company's annual report.

7. EVALUATING PERFORMANCE

On a regular basis, the Committee shall evaluate its own performance, both of individual members and collectively and shall assess the achievement of the duties specified in this charter. Findings and recommendations shall be reported to the Board.

8. REVIEW OF THE COMMITTEE CHARTER

The scientific committee charter shall be reviewed annually, and the Committee shall discuss any requested changes with the Board. The Board shall approve any proposed changes to the charter.

Approved by the Board of Directors 4 December 2018