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Procedure for selection and nomination of board candidates

H. Lundbeck A/S

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The Board of Directors (the “Board”) has in accordance with Corporate Governance Recommendation 3.1.3 established the following procedure for the selection and nomination of new candidates for the Board. The procedure supplements the Lundbeck’s existing “Procedure for annual evaluation of the Board and the Executive Management Board”.

Procedure in relation to review of board structure and composition:

- **Annual review of board structure:** Following the Board of Director’s review of the annual board evaluation, the Remuneration & Nomination Committee (the “Committee”) will review and reassess the overall board structure (i.e. size of the board and committees) to ensure it reflects the conclusions of the board evaluation. Any potential changes to the board structure (incl. number of candidates) will be submitted to the Board for consideration and approval.
- **Board composition and succession planning:** The Committee will on an on-going basis consider the composition of the board and maintain short and long term succession plans for the Board and its committees. In this context, the Committee will in particular take into account the board evaluation’s conclusions as to required competencies and the availability of those competencies on the board. The Committee will also take into account other relevant factors such as diversity, nationality, tenure, over-boarding, conflicts-of-interests and independence. Board members will keep the Committee timely informed about their plans and considerations in relation to their membership of the Board and its committees, so as to allow the Committee to develop required adjustments to the succession plans, committee compositions etc.
- **Maintenance of a candidate pool:** The Committee may maintain, if relevant with the assistance from external advisors, a list of individual candidates, which it may be relevant to consider for future board positions. In preparing the list, the Committee may, at its discretion and on a confidential basis, consult with the Board, major shareholders and/or members of management.

Procedure in relation to individual board candidates:

- **Identification and initial review of new board candidates:** On the basis of its succession plans, the Committee may initiate review of specific candidates for potential nomination. The review may comprise interviews with the candidates, completion of questionnaires etc., if relevant with the assistance of external consultants. As part of the initial review, the Committee may on a strictly confidential basis liaise with the Board, major shareholders and/or members of management to discuss the prospects of a nomination.
- **Proposal for nomination of candidates:** The Committee will present potential new candidate(s) to the Board. In this context, the Committee will ensure that steps are taken to verify all relevant information about the candidate(s) (background etc.), including any legal restrictions to be considered (such a non-compete, confidentiality restrictions, conflicts-of-interests etc.). Based on its considerations, the Committee will prepare a recommendation to the Board. The recommendation shall include a detailed description of the candidate(s) and the Committee’s considerations in relation to the most recent board evaluation. The recommendation must address all relevant evaluation criteria, including competencies, qualifications, diversity, nationality, talent, tenure, over-

boarding, conflicts-of-interests, independence, proxy-advisor response and feedback from major shareholders (if any). Further, the recommendation shall include relevant information, incl. external assessments (if relevant), and shall include any proposed consequential changes to the Board and its committees.

- **Board resolution:** The Board will consider the Committee's recommendation and will adopt such resolutions as it sees fit to nominate the candidate(s) and make other changes to the Board. For this purpose, the Board may require assess to any external assessments and/or questionnaires completed in relation to the candidates.
- **Announcement:** Announcement of proposals for new candidates and other changes to the Board shall take place in accordance with applicable rules, currently NASDAQ's Rules for Issuers of Shares and the Market Abuse Regulation. If any nominations and/or other changes to the Board constitute inside information, the Committee shall ensure that applicable procedures (e.g. maintaining insider-lists etc.) are observed.

The Committee shall ensure that the announcement and subsequent notices for the general meeting include all information required under applicable listing rules and corporate governance guidelines.

- **On boarding of new Board members:** The Committee shall ensure that introductory programs are offered and completed to properly introduce new board members to Lundbeck and its processes.
- **Acceptance of Lundbeck procedures:** The Committee shall ensure that the board members receives and approves (and executes, where applicable) relevant company procedures, board agreements, NDA's etc.