



CHARTER

of

LEO FONDET (THE LEO FOUNDATION)

1 .

LEO Fondet, the full name of which is "LEO Fondet (LEO Foundation) in memoriam August Kongsted and Gertrud and Knud Abildgaard", was established by Knud Abildgaard, LLD and manufacturer, and his wife Gertrud Abildgaard, née Kongsted, in order to ensure the continuance of Løvens kemiske Fabrik (now: LEO Pharma A/S) with affiliated companies.

Secondary name: "LEO Foundation" (LEO Fondet).

2.

LEO Fondet is an independent institution. Unless otherwise decided by the Board of Trustees, the domicile of the Foundation is in Ballerup.

3.

In accordance with article 1, the primary object of the Foundation shall be to ensure the continuance of LEO Pharma A/S with affiliated companies.

The Board of Trustees can make the appropriations it deems reasonable for the consolidation of the Foundation.

Any remaining profit may in so far as this is deemed prudent by the Board of Trustees, and possibly on the recommendation of LEO Pharma A/S, be applied to support research within the fields of medicine, chemistry and/or pharmacy.



4.

At the time of establishment, the capital of the Foundation consisted of ordinary shares in LEO Pharma A/S (at that time: Løvens kemiske Fabrik Produktionsaktieselskab) of a nominal value of DKK 4,000,000. These shares were given to the Foundation by Knud Abildgaard, manufacturer, through a deed of gift drawn up at the same time as the Foundation was established. At the time of establishment of the Foundation, the value of the shares was DKK 52,000,000 and this amount constitutes the contributed capital of the Foundation.

The contributed capital was registered in 1992 and therefore, with reference to paragraph 5 of section 7(1) of the Danish Act on Commercial Foundations, it should be stated that the contributed capital is the result of a transfer from reserves.

Future income of the Foundation may be invested in shares in LEO Pharma A/S, in companies within the same group or in any other manner that is deemed appropriate by the Board of Trustees.

The ordinary shares held by the Foundation in LEO Pharma A/S must not be sold, pledged or lodged as security nor can any other arrangement be made for such shares as long as the Foundation exists.

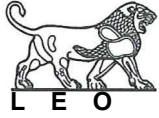
The shares and other securities of the Foundation must be registered in the name of the holder.

None of the funds of the Foundation, be it the assets of the Foundation or the return on such assets, can ever be paid out or repaid to the founders or in any other manner be spent for the benefit of these but must be spent to achieve the object of the Foundation.

5.

The Foundation shall be managed by a Board of Trustees consisting of six to twelve members (the Board of Trustees defined in this Charter) in addition to employee representatives, if any.

In the case of a vacancy or where new members are added to the Board of Trustees defined in this Charter, the new member(s) shall be elected by the remaining members of the Board of Trustees defined in this Charter with a two thirds majority of votes.



The members of the Board of Trustees defined in this Charter shall be elected for two years at a time and may be re-elected.

Each of the board members defined in this Charter may appoint an alternate to assume his/her duties where he/she is prevented from attending to his/her duties as a member of the Board of Trustees over an extended period. The appointment must be approved by the other board members defined in the Charter.

Employee representatives and their alternates shall be elected in pursuance of the legislation in this respect in force at any given time.

The retiring age for board members shall be 70 years. Board members shall retire from the Board of Trustees at the first board meeting held after they have reached the age of 70.

The Board of Trustees shall elect from among its members a chairman and a vice chairman and may hire secretarial support.

6.

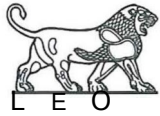
The Board of Trustees shall be legally competent to transact business when at least two thirds of the members are present.

In the absence of any provision to the contrary in this Charter, the Board of Trustees shall pass resolutions by a simple majority vote among the members present and in the event of equality of votes the chairman shall have the casting vote.

Where a board member is prevented from being present, the member in question may be represented by a proxy always provided that the proxy is a board member.

7.

The remuneration of the Board of Trustees shall be fixed by the Board of Trustees.



The remuneration must not exceed what is regarded as customary on the basis of the nature of the office and the scope of the work.

8.

A minute book shall be kept of the proceedings of the Board of Trustees which shall be signed by all the board members present.

A board member who does not agree to a resolution passed by the Board of Trustees shall be entitled to have his view entered in the minute book.

9.

The Board of Trustees may appoint an Executive Committee with three to five members and shall in that case draw up rules of procedure for the scope of the activities and powers of the Executive Committee.

The remuneration of the Executive Committee shall be fixed by the Board of Trustees. The remuneration must not exceed what is regarded as customary on the basis of the nature of the office and the scope of the work.

10.

When exercising its voting rights carried by the shares in LEO Pharma A/S and the shares of its affiliated companies that may be acquired by the Foundation, the Board of Trustees must make allowance for the interests of the companies in the best possible way.

11.

Voting rights carried by the shares held by the Foundation shall be exercised on behalf of the Board of Trustees by those authorised by the Board of Trustees to exercise such voting rights.



12.

The Foundation shall be legally bound by the joint signatures of the chairman - or the vice chairman – and two other board members or by the joint signatures of the chairman and the vice chairman.

13.

Meetings of the Board of Trustees shall be convened in writing by the chairman at not less than eight days' notice.

The chairman decides when meetings will be held, always provided that any one of the board members may request that the Board of Trustees be convened following a prior written notice of eight days convening the meeting.

14.

The financial year of the Foundation shall be the calendar year.

The accounts of the Foundation shall be audited by the auditor elected at the general meeting of LEO Pharma A/S.

15.

Article 3 of this Charter can never be cancelled or amended. At least two thirds of the members of the Board of Trustees must vote for any amendment to the Charter to effect any such amendment.

16.

In the event of the dissolution of the Foundation, the Board of Trustees of the Foundation shall ensure that the funds of the Foundation are used in accordance with article 3 above.



The Board of Trustees shall according to its own judgment take the measures required for such use of funds.

Ballerup, 24 March 2010

Board of Trustees:

[Signatures]

Poul R. Rasmussen
Chairman

Gitte P. Aabo
Vice Chairman

Jens Bo Olesen

John Mehlbye

Lars Olsen

Nina Sølvér Henning

Per Håkon Schmidt

Gorm M. Thamsborg

Jannie Kogsbøll

Karin Attermann

Jan Rasmussen