

FUNDATS

LEO FONDET

CHARTER

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(CVR-NR.: 11 62 33 36)

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1

1.1 LEO Fondet, hvis fulde navn er "LEO Fondet (LEO Foundation) in memoriam August Kongsted og Gertrud og Knud Abildgaard", er oprettet af fabrikant, dr.jur. Knud Abildgaard og hustru Gertrud Abildgaard, f. Kongsted, for at sikre videreførelsen af Løvens kemiske Fabrik (nu: LEO Pharma A/S) med dertil knyttede selskaber.

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, doctor of laws 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.

1.2 I december 2017 er der gennemført en sammenlægning mellem LEO Fondet og LEO Pharma Forskningsfond in memoriam August Kongsted, hvorved LEO Pharma Forskningsfond in memoriam August Kongsted er blevet en del af LEO Fondet.

In December 2017, LEO Fondet and LEO Pharma Forskningsfond in memoriam August Kongsted were merged, and LEO Pharma Forskningsfond in memoriam August Kongsted became part of LEO Fondet.

1.3 Binavn: "LEO Foundation" (LEO Fondet) og LEO Pharma Forskningsfond in memoriam August Kongsted.

Secondary name: LEO Foundation (LEO Fondet) and LEO Pharma Forskningsfond in memoriam August Kongsted.

2

2.1 LEO Fondet er en selvstændig, selvejende institution.

LEO Fondet is an independent institution.

3

- 3.1 Fondets primære formål er i overensstemmelse med § 1 at sikre videreførelsen af LEO Pharma A/S med dertil knyttede selskaber. In accordance with article 1, the primary object of the Foundation is to ensure the continuance of LEO Pharma A/S with affiliated companies.
- 3.2 Bestyrelsen kan foretage de henlæggelser, den finder rimelige, til konsolidering af fondet. The Board of Trustees can make the appropriations it deems reasonable for the consolidation of the Foundation.
- 3.3 Overskud herefter kan i det omfang, bestyrelsen finder det forsvarligt og eventuelt efter indstilling fra LEO Pharma A/S, anvendes til at yde støtte til forskning inden for områderne medicin, kemi og/eller farmaci. Any remaining profit may, in so far as it 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

- 4.1 Fondets kapital bestod ved stiftelsen af ordinære aktier i LEO Pharma A/S (dengang: Løvens kemiske Fabrik produktionsaktieselskab) til pålydende kr. 4.000.000, hvilke aktier ved samtidigt oprettet gavebrev blev skænket til fondet af fabrikant Knud Abildgaard. Værdien af aktierne var på stiftelsestidspunktet kr. 52.000.000, hvilket beløb udgjorde fondets grundkapital. At the time of its 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 donated to the Foundation by manufacturer Knud Abildgaard by way of a deed of gift drawn up at the same time as the Foundation was established. At the time of the establishment of the Foundation, the value of the shares was DKK 52,000,000 and this amount

4.2 Grundkapitalen er anmeldt i 1992, hvorfor det under henvisning til dagældende lov om erhvervsdrivende fonde § 7, stk. 1, nr. 5, skal oplyses, at grundkapitalen er fremkommet ved overførsel fra reserver. Som led i sammenlægning mellem LEO Fondet og LEO Pharma Forskningsfond in memoriam August Kongsted gennemført i december 2017 er grundkapitalen i LEO Fondet forhøjet ved indskud af nettoaktiverne i LEO Pharma Forskningsfond in memoriam August Kongsted, og grundkapitalen i LEO Fondet udgør herefter kr. 98.241.055.

4.3 Fremtidige indtægter i fondet kan anbringes i aktier i LEO Pharma A/S, i selskaber hørende til samme koncern eller på anden efter bestyrelsens skøn hensigtsmæssig måde.

4.4 Fondets beholdning af aktier i LEO Pharma A/S kan ejes gennem et helejet datterselskab.

4.5 Fondets direkte eller indirekte beholdning af ordinære aktier i LEO Pharma A/S må ikke sælges, pantsættes, belånes eller i øvrigt nogen

constituted the contributed capital of the Foundation.

The contributed capital was registered in 1992 and it is therefore stated, see paragraph 5 of section 7(1) of the then current Danish Act on Commercial Foundations, that the contributed capital results from a transfer from reserves. As part of the merger of LEO Fondet and LEO Pharma Forskningsfond in memoriam August Kongsted in December 2017, the contributed capital of LEO Fondet was increased by the contribution of the net assets in LEO Pharma Forskningsfond in memoriam August Kongsted, and accordingly the contributed capital in LEO Fondet amounts to DKK 98,241,055.

The Foundation's future income 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 Foundation's holding of shares in LEO Pharma A/S may be owned through a wholly-owned subsidiary.

The ordinary shares in LEO Pharma A/S held directly or indirectly by the Foundation must not be sold, pledged or lodged as security, nor can any other

måde gøres til genstand for dispositioner, så længe fondet består.

arrangement be made in respect of such shares as long as the Foundation exists.

4.6 Fondets aktier og andre værdipapirer skal være noteret på navn.

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

4.7 Ingen del af fondets midler, hverken af dets formue eller af udbyttet deraf, kan nogensinde udbetales eller tilbagebetales til stifterne eller på anden måde komme disse til gode, men skal anvendes til opnåelse af fondets formål.

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 applied for the benefit of such persons but must be applied for the purpose of achieving the object of the Foundation.

5

5.1 Fondet ledes af en bestyrelse bestående af 6-12 medlemmer (den fundatsbestemte bestyrelse) foruden af eventuelle medarbejdervalgte repræsentanter.

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

5.2 Ved vakance eller suppling af den fundatsbestemte bestyrelse vælges det eller de nye medlemmer af de resterende fundatsbestemte bestyrelsesmedlemmer med 2/3 stemmeflerhed.

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

5.3 Bestyrelsens fundatsbestemte medlemmer vælges for 2 år ad gangen.

The members of the Board of Trustees defined in this Charter are elected for

- Genvalg kan finde sted.
- two years at a time and may be re-elected.
- 5.4 Hvert af bestyrelsens fundatsbestemte medlemmer kan udpege en suppleant til at fungere, såfremt bestyrelsesmedlemmet måtte være forhindret i at varetage sit bestyrelseshverv i en længere periode. Valget skal godkendes af de øvrige fundatsbestemte bestyrelsesmedlemmer.
- Each of the board members defined in this Charter may appoint an alternate to assume his/her duties when he/she is prevented from attending to his/her duties as a member of the Board of Trustees for an extended period. The appointment must be approved by the other board members defined in the Charter.
- 5.5 Medarbejdervalgte repræsentanter og disses suppleanter vælges i henhold til den til enhver tid gældende lovgivning herom.
- Employee representatives and their alternates are to be elected in pursuance of the legislation in this respect in force at any time.
- 5.6 For medlemskab af fondets bestyrelse gælder en aldersgrænse på 70 år. Udtræden sker ved førstkommende bestyrelsesmøde efter opnået alder.
- The retirement age for board members is 70 years. Board members are to retire from the Board of Trustees at the first board meeting held after they have reached the age of 70.
- 5.7 Bestyrelsen vælger blandt sine medlemmer en formand og en næstformand.
- The Board of Trustees is to elect from among its members a chairman and a vice-chairman.
- 5.8 Fondet afholder hvert år inden udgangen af maj et årsregnskabsmøde, hvor bestyrelsen godkender fondets årsrapport. Dagsordenen for årsregnskabsmødet skal omfatte:
- Every year, before the end of May, the Foundation will convene a meeting at which the Board of Trustees is to adopt the Foundation's annual report. The agenda for the meeting is to include:

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| 1. Orientering om det seneste regnskabsår | 1. Information about the most recent financial year |
| 2. Godkendelse af fondets årsrapport | 2. Presentation of the Foundation's annual report for adoption |
| 3. Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport | 3. Resolution on the appropriation of profit or payment of loss in accordance with the adopted annual report |
| 4. Evt. valg af bestyrelsesmedlemmer | 4. Any election of board members |
| 5. Valg af revisor | 5. Appointment of an auditor |

5.9 Bestyrelsen kan ansætte en direktion bestående af 1-3 direktører til at varetage den daglige ledelse af fondet.

The Board of Trustees may hire an Executive Management Board of 1-3 members to be in charge of the day-to-day management of the Foundation.

6

6.1 Bestyrelsen er beslutningsdygtig, når mindst 2/3 af bestyrelsesmedlemmerne er til stede.

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

6.2 Medmindre andet er bestemt i nærværende fundats, træffer bestyrelsen beslutning ved simpel stemmeflerhed blandt de mødende, og i tilfælde af stemmelighed er formandens stemme afgørende.

Unless otherwise stipulated in this Charter, the Board of Trustees shall pass resolutions by simple majority among the members present and in the event of an equality of votes the chairman shall have the casting vote.

6.3 Ved forfald kan et bestyrelsesmedlem møde ved fuldmægtig, som dog skal være medlem af bestyrelsen,

If a board member is prevented from attending a meeting, the member in question may attend such meeting by a proxy, always provided that the proxy is a board member.

7

7.1 Bestyrelsens honorar fastsættes af bestyrelsen.

The remuneration of the Board of Trustees is fixed by the Board of Trustees.

7.2 Honorarerne må ikke overstige, hvad der anses for sædvanligt efter hvervets art og arbejdets omfang.

The remuneration must not exceed an amount deemed to be usual, taking into account the nature and extent of the duties.

8

8.1 Over forhandlingerne i bestyrelsen skal føres en protokol, der underskrives af samtlige tilstedeværende medlemmer.

Minutes of the proceedings of the Board of Trustees must be taken and are to be signed by all the board members present.

8.2 Et bestyrelsesmedlem, der ikke er enig i bestyrelsens beslutning, har ret til at få sin mening indført i protokollen.

A board member who dissents from a resolution passed by the Board of Trustees is entitled to have his opinion entered in the minutes.

9

9.1 Bestyrelsen kan nedsætte komiteer. Bestyrelsen fastsætter i så fald en forretningsorden for komiteernes

The Board of Trustees may appoint committees and is to prepare rules of procedure laying down the scope of the

virkefelt og beføjelser.

activities and powers of such committees.

9.2 Honorar til medlemmerne af eventuelle komiteer fastsættes af bestyrelsen. Honorarerne må ikke overstige, hvad der anses for sædvanligt efter hvervets art og arbejdets omfang.

The remuneration of the members of any committees is fixed by the Board of Trustees. The remuneration must not exceed an amount deemed to be usual, taking into account the nature and extent of the duties.

10

10.1 Bestyrelsen skal sikre, at der ved udøvelsen af fondets direkte eller indirekte stemmeret på aktier i LEO Pharma A/S samt på aktier i hertil knyttede selskaber, fondet måtte erhverve, tages hensyn til, at selskabernes tarv varetages på bedste måde.

When exercising the voting rights attaching to the shares in LEO Pharma A/S and the shares of its affiliated companies that may be acquired by the Foundation, allowance is to be made for the interests of the companies in the best possible way.

11

11.1 Stemmeret på fondets aktiebeholdning udøves på bestyrelsens vegne af den, som bestyrelsen bemyndiger hertil.

Voting rights attaching to the shares held by the Foundation are exercised on behalf of the Board of Trustees by any persons authorised by the Board of Trustees to exercise such voting rights.

12

12.1 Fondet tegnes af formanden i forening med to andre bestyrelsesmedlemmer, af næstformanden, af næstformanden i

The Foundation is bound by the joint signatures of the chairman and two other board members, by the joint

forening med to andre bestyrelsesmedlemmer eller af formanden og næstformanden i forening.

signatures of the vice-chairman and two other board members or by the joint signatures of the chairman and the vice-chairman.

13

13.1 Møder i bestyrelsen indkaldes skriftligt af formanden med mindst 8 dages varsel.

The chairman convenes meetings of the Board of Trustees in writing by giving at least eight days' notice.

13.2 Formanden beslutter, hvornår møder skal afholdes; dog kan ethvert af bestyrelsens medlemmer efter forudgående skriftlig indkaldelse med ovenstående varsel forlange, at bestyrelsen indkaldes.

Meetings are to be held at the discretion of the chairman but any board member may request that the Board of Trustees be convened subject to a prior written notice of eight days convening such meeting.

14

14.1 Fondets regnskabsår er kalenderåret.

The financial year of the Foundation is the calendar year.

14.2 Fondets regnskaber revideres af en statsautoriseret revisor, der vælges af bestyrelsen på årsregnskabsmødet for et år ad gangen.

The accounts of the Foundation are to be audited by a state-authorized public accountant appointed by the Board of Trustees for one year at a time at the meeting at which the annual report is to be adopted.

15

15.1 Nærværende fundats' § 3 kan ingensinde ophæves eller ændres. I

Article 3 of this Charter can never be cancelled or amended. At least two-

øvrigt kræves til ændring af fundatsen, at mindst 2/3 af bestyrelsens medlemmer stemmer derfor.

thirds of the members of the Board of Trustees must vote in favour of any amendment to the Charter in order for such amendment to be effected.

16

16.1 I tilfælde af fondets ophævelse skal fondets midler anvendes i overensstemmelse med § 3 ovenfor. Bestyrelsen kan i forbindelse med beslutning om fondets indtræden i likvidation indstille til likvidator og fondsmyndigheden, hvad fondets midler efter bestyrelsens opfattelse bør anvendes til.

In the event of the dissolution of the Foundation, the funds of the Foundation are to be used in accordance with article 3 above. In connection with a resolution to dissolve the Foundation by voluntary liquidation, the Board of Trustees may submit its recommendation as to the application of the Foundation's funds to the liquidator and the supervisory authority.

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København, den 29. december 2017

Copenhagen, 29 December 2017