

# Charter of the Remuneration Committee of the Board of Directors of Novo Nordisk A/S

## 1. Status

- 1.1 The Board of Directors of Novo Nordisk A/S (“the Board”) has established the Remuneration Committee in accordance with Section 4 of the Rules of Procedure for the Board.

## 2. Membership

- 2.1 The Remuneration Committee consists of three to five members. Members of the Remuneration Committee are elected for a one-year term among the members of the Board. The Board appoints a member of the Remuneration Committee as Chair of the Remuneration Committee. Any member of the Remuneration Committee can be removed by the Board at any time.
- 2.2 At least half of the members of the Remuneration Committee should qualify as independent as defined by the Danish Recommendations on Corporate Governance.
- 2.3 Except for agenda items reserved for the Remuneration Committee’s internal discussion at each meeting, the Chief Executive Officer and the Executive Vice President for People & Organisation attend the meetings without voting rights. The Remuneration Committee can also invite other members of Executive Management to attend the meetings.
- 2.4 A representative of the Corporate Secretariat acts as secretary of the Remuneration Committee and attends the meetings.

## 3. Purpose and responsibilities

- 3.1 The Remuneration Committee assists the Board with the preparation and/or oversight of i) the Remuneration Policy for the members of the Board and Executive Management, ii) the remuneration of the members of the Board and its committees, iii) the remuneration and employment terms of Executive Management and iv) the Remuneration Report and other reporting.
- 3.2 The primary function of the Remuneration Committee is to assist the Board by reviewing information within these areas of oversight and presenting recommendations to the Board. The Remuneration Committee also carries out ad hoc tasks as specially decided by the Board. All decisions are made by the Board except as expressly stated in this charter.
- 3.3 The Remuneration Committee has the following responsibilities:
- 3.3.1 Remuneration Policy

- Periodically and at least once annually prepare, review, and recommend to the Board the Remuneration Policy to be proposed by the Board for adoption by the Annual General Meeting. If required, the Remuneration Committee also reviews other parts of the company's remuneration structures.

### 3.3.2 Remuneration of the Board

- Annually evaluate the Board's remuneration, including structure and levels, against relevant benchmarks and present for the Board's approval a proposal for remuneration of the Board and its committees prior to presentation to the Annual General Meeting.
- Monitor the administration of Board remuneration.

### 3.3.3 Remuneration and employment terms of Executive Management

- Propose to the Board base salary and key terms, including severance packages for new executives, and approve other employment contract terms for executives.
- Annually evaluate the executive remuneration, including structure and levels, against relevant benchmarks and present a proposal for adjustments in base salary (incl. pension contributions) and level of other benefits for executives in respect of the next calendar year.
- Propose to the Board the structure for short- and long-term incentive programmes, which includes financial targets as well as non-financial targets relating to sustainability and research and development.
- Determine any settlement of claims in connection with executives' severance.
- Monitor the administration of executive remuneration.
- Oversee that the remuneration complies with the Remuneration Policy.

### 3.3.4 Remuneration Report and other reporting

- Assist with the preparation of the annual Remuneration Report for the Board's approval prior to presentation to the Annual General Meeting for advisory vote.
- Assist with and/or review other external reporting on remuneration of Board members and executives required by applicable law or deemed appropriate.

## 4. Operation of the Remuneration Committee

- 4.1 The Remuneration Committee may engage independent counsel and other advisors as it deems necessary to carry out its duties. In choosing such advisors, the Remuneration Committee should oversee that there are no conflicts of interests with Executive Management.

- 4.2 The Remuneration Committee may, if deemed necessary and upon its discretion, request separate meetings with any employee.
- 4.3 The Remuneration Committee shall, once a year:
  - 4.3.1 Conduct a performance evaluation of the Remuneration Committee and report such evaluation to the Board.
  - 4.3.2 Review the independence of each member of the Remuneration Committee to determine whether the Remuneration Committee meets the applicable legal standards. The Remuneration Committee shall present such review to the Board for approval as well as propose any required or recommended disclosures.
  - 4.3.3 Evaluate the adequacy of this Charter and if relevant, recommend changes to the Board.
  - 4.3.4 Approve the report on the Remuneration Committee's work to be included in the Company's financial or other reporting, as required by applicable law.

## **5. Meetings**

- 5.1 The Remuneration Committee meets as often as it deems appropriate, but at least twice a year. Further, the Remuneration Committee shall meet upon request of a member of the Remuneration Committee.
- 5.2 Meetings are convened with not less than six days' written notice (or shorter if deemed necessary) to all members of the Remuneration Committee. The notice shall include an agenda for the meeting and to the extent possible, all written material relating to the agenda items.
- 5.3 Minutes of Remuneration Committee meetings are kept and forwarded to the members of the Remuneration Committee. Minutes are also forwarded to the Chief Executive Officer and the Executive Vice President of People & Organisation, apart from the minutes from agenda items reserved for the Remuneration Committee's internal discussions.
- 5.4 Under special circumstances, a committee resolution may be passed over the phone or in writing. In such cases, the proposed resolution shall be forwarded to the members, and the Chair shall subsequently seek to obtain a written or oral statement from all members of the Remuneration Committee and arrange for the recording of the resolution in the minute book.

## **6. Quorum**

- 6.1 The Remuneration Committee forms a quorum when two or more of its members are present. Resolutions are passed by simple majority.

## **7. Reporting to the Board**

- 7.1 At the next Board meeting the Remuneration Committee informs the Board of discussions and present recommendations to the Board. The Board receives the minutes of the Remuneration Committee meetings, while all material presented to or prepared by the Remuneration Committee is available to all Board members upon request.

## **8. Adoption and publication of Charter**

- 8.1 This Charter has been approved by the Board on 6 December 2023.
- 8.2 This Charter is available on [novonordisk.com](https://www.novonordisk.com).