

# Proxy form

for use at the Annual General Meeting of Novo Nordisk A/S on Wednesday 18 March 2009 at 2.00 pm (CET)

Navn:

VP reference:

Number of votes:

By signing this proxy form I/we authorise the following person(s) to participate and act on my/our behalf at the Company's Annual General Meeting to be held on Wednesday 18 March 2009, and to vote according to my/our holding of shares in the Company:

**Please check off box A), B) or C) or grant a proxy directly at [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or at [www.novonordisk.com/AGM](http://www.novonordisk.com/AGM)**

A)  Proxy is granted to the following third party mentioned by name: \_\_\_\_\_  
Name and address of proxy holder (BLOCK LETTERS)

**or**

B)  Proxy is granted to the Board of Directors (with a right to substitution) to vote at its free discretion

**or**

C)  Check-the-box proxy is granted to the Board of Directors (with a right to substitution) to vote as stated below. Please check off the boxes "FOR", "ABSTAIN" or "AGAINST" to state your vote.

## Agenda

	FOR	ABSTAIN	AGAINST
2. Presentation and adoption of the audited Annual Report 2008 .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the remuneration of the Board of Directors .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. A resolution to distribute the profit according to the adopted Annual Report 2008.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of members to the Board of Directors:			
Sten Scheibye.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Göran A Ando .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Henrik Gürtler .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Pamela J Kirby.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kurt Anker Nielsen .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Hannu Ryöppönen .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jørgen Wedel.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of auditor:			
Re-election of PricewaterhouseCoopers.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Proposals from the Board of Directors (as described in the notice convening the general meeting):			
7.1 Reduction of the Company's B share capital from DKK 526,512,800 to DKK 512,512,800.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.2 Authorisation of the Board of Directors to acquire own shares up to 10% of the share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3 Amendments to the Articles of Association:			
7.3.1 Article 5.4 (change reference to NASDAQ OMX Copenhagen).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3.2 Article 6.3 (reduction of authorisation to issue B-shares to employees).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3.3 Article 6.4 (reduction of authorisation to issue new shares) .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.3.4 Articles 8.2 and 11.10 (new AGM agenda item re remuneration of the Board of Directors).....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy applies to all items discussed at the general meeting. In the event of new proposals up for voting, including amendments or proposals for election of members to the Board of Directors or auditor not on the agenda, the proxy holder will vote on your behalf according to his/her best belief. The proxy will only be used if proposals are up for a vote.

| | | | | 2 | 0 | 0 | 9 |  
Date

\_\_\_\_\_  
Signature

The dated and signed form must reach VP Investor Services A/S **by 4pm on Friday 13 March 2009**, either by fax (No. +45 4358 8867) or by ordinary mail (please use the enclosed return envelope).