

# Annual General Meeting

26 March 2026



# Novo Nordisk proxy information

## Annual General Meeting

This Novo Nordisk A/S proxy information for holders of American Depositary Receipts (ADRs) contains information regarding the agenda and resolutions to be voted upon at the Annual General Meeting of Novo Nordisk A/S ('Novo Nordisk' or the 'Company') to be held on 26 March 2026. It also includes dividend information for US and Canadian ADR holders. The Company has filed its Annual Report on Form 20-F for the financial year 2025 with the US Securities and Exchange Commission (the 'SEC'), incorporating by reference parts of the Novo Nordisk A/S statutory Annual Report 2025. The reports are available at the SEC's website, [sec.gov](https://www.sec.gov), as well as on the Company's website at: <https://www.novonordisk.com/annual-report.html>. ADR holders may receive a hard copy of the Company's complete audited financial statements free of charge upon request to [AGmeeting@novonordisk.com](mailto:AGmeeting@novonordisk.com).

## Shareholders' Meeting

After completion of the Annual General Meeting, the Company will host an informal shareholders' meeting beginning Thursday 26 March 2026 at 17:00 (CET). Shareholders are invited to participate in-person at Bella Center, Center Boulevard 5, Entrance 6, DK-2300 Copenhagen S, Denmark, or view the webcast virtually.

# Agenda

1. **The Board of Directors' report on the Company's activities in the past financial year**
2. **Presentation and adoption of the audited Annual Report 2025**
3. **Resolution to distribute the profit according to the adopted Annual Report 2025**
4. **Presentation of and advisory vote on the Remuneration Report 2025**
5. **Remuneration:**
  - 5.1 Approval of the remuneration of the Board of Directors for 2025
  - 5.2 Approval of the remuneration level of the Board of Directors for 2026
6. **Election of members to the Board of Directors:**
  - 6.1 Election of Chair
  - 6.2 Election of Vice Chair
  - 6.3 Election of other members to the Board of Directors
7. **Appointment of auditor**
8. **Proposals from the Board of Directors and/or shareholders:**
  - 8.1 Authorisation to the Board of Directors to allow the Company to repurchase own shares
  - 8.2 Authorisation to the Board of Directors to increase the Company's share capital
  - 8.3 Amendment of location of general meetings due to new name of the region
9. **Any other business**

## Voting and webcast

**Submission of voting instruction cards:**  
The voting instruction cards signed by the ADR holder must be forwarded in sufficient time to reach JPMorgan Chase Bank, N.A. (the 'Depository') before 09:00 am (EST) on Wednesday 18 March 2026.

**View the live webcast of the Annual General Meeting:**  
Go to Novo Nordisk's website:  
[www.novonordisk.com](http://www.novonordisk.com).

## Contact

**Novo Nordisk A/S**  
Novo Alle 1, DK-2880 Bagsværd, Denmark  
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**JP Morgan Chase Bank, N.A.**  
c/o Globe Tax  
One New York Plaza, 34th Floor  
New York, NY 10004-1936, USA  
Telephone Number: +1 (212) 747 9100  
[www.globetax.com](http://www.globetax.com)  
Email: [DenmarkESP@globetax.com](mailto:DenmarkESP@globetax.com)  
For information on tax reclaims.

**Shareowner Services**  
P.O. Box 64504  
St. Paul, MN 55164-0504  
[www.shareowneronline.com](http://www.shareowneronline.com)  
Phone: +1 (800) 990 1135  
Outside the U.S: +1 651 453 2128  
For questions about voting ADRs for the Annual General Meeting and ADR account details.

# Complete proposals for the items on the agenda

## **Item 1: The Board of Directors' report on the Company's activities in the past financial year**

The Board of Directors proposes that the report on the Company's activities in the past financial year be noted by the Annual General Meeting.

## **Item 2: Presentation and adoption of the audited Annual Report 2025**

The Board of Directors proposes that the audited Annual Report 2025 be adopted by the Annual General Meeting. The report is available on the Company's website at [www.novonordisk.com/AGM](http://www.novonordisk.com/AGM).

## **Item 3: Resolution to distribute the profit according to the adopted Annual Report 2025**

The Board of Directors proposes that the final dividend for 2025 be DKK 7.95 for each Novo Nordisk A or B share amount of DKK 0.10. The total dividend for 2025 amounts to DKK 11.70 comprising the final dividend of DKK 7.95 and the interim dividend of DKK 3.75 for each Novo Nordisk A and B share amount of DKK 0.10, which was paid in August 2025. The final dividend of DKK 7.95 for each Novo Nordisk A and B share amount of DKK 0.10 is to be paid in March 2026. The total dividend per share for 2025 is increased by 2.6% compared to 2024. The total dividend for 2025 corresponds to a pay-out ratio of 50.7% compared to 50.2% for 2024.

## **Item 4: Presentation of and advisory vote on the Remuneration Report 2025**

The Board of Directors proposes that the Remuneration Report 2025 be adopted by the Annual General Meeting by advisory vote. The Remuneration Report is available on the Company's website at [www.novonordisk.com/AGM](http://www.novonordisk.com/AGM).

## **Item 5: Remuneration**

### **Item 5.1: Approval of the remuneration of the Board of Directors for 2025**

The Board of Directors proposes that the actual remuneration of the Board of Directors for 2025 of DKK 23.8 million, as reported on page 7 of the Remuneration Report 2025, be approved by the Annual General Meeting. The remuneration corresponds to the remuneration level approved by the Annual General Meeting in 2025.

### **Item 5.2: Approval of the remuneration level of the Board of Directors for 2026**

The Board of Directors proposes adjusting the remuneration to the Board in line with general salary inflation by increasing the base fee by 3%. As a result, the 2026 base fee is proposed to be increased from DKK 865,200 to DKK 891,150. The Board remuneration is positioned broadly between the upper quartile of Nordic general industry companies and the median of European pharma companies (see the Remuneration Report 2025, page 6). The Board finds the proposed remuneration reflects the Company's position relative to the Nordic general industry peer group and the European pharma peer group and secures a competitive fee level that reflects the roles, responsibilities and workload of the Board members.

In accordance with the Remuneration Policy, Board members shall receive the following multiples of the base fee:

- Chair: 4.00 times the base fee.
- Vice Chair: 2.00 times the base fee.
- Other Board members: 1.00 time the base fee.

The Board committee remuneration shall be as follows:

1. The Audit Committee chair shall receive 1.00 time the base fee and members shall receive 0.50 times the base fee.

## Complete proposals for the items on the agenda

2. The Research and Development Committee chair shall receive 0.75 times the base fee and members shall receive 0.50 times the base fee.
3. The People & Governance Committee and Remuneration Committee chairs shall receive 0.50 times the base fee and members shall receive 0.25 times the base fee.

The Board of Directors proposes no adjustments to the travel allowances:

- DKK 43,250 for Board and committee-related meetings requiring five hours or more air travel within the home country or held outside the home country but within the same continent.
- DKK 86,500 for meetings held on another continent.

The Company further covers certain related expenses and benefits as further described in Section 2 of the Company's Remuneration Policy dated 21 March 2024.

The actual remuneration of the Board of Directors for 2026 will be presented for approval at the Annual General Meeting in 2027.

### **Item 6: Election of members to the Board of Directors**

#### **Item 6.1: Election of Chair**

The Board of Directors proposes to re-elect Lars Rebien Sørensen as Chair of the Board of Directors for a one-year term.

#### **Item 6.2: Election of Vice Chair**

The Board of Directors proposes to re-elect Cees de Jong as Vice Chair of the Board of Directors for a one-year term.

#### **Item 6.3: Election of other members to the Board of Directors**

The Board of Directors proposes to re-elect the following shareholder-elected members of the Board of Directors for a one-year term: Britt Meelby Jensen, Stephan Engels and Kasim Kutay.

In addition, the Board of Directors proposes to elect Helena Saxon, Jan van de Winkel and Ramona Sequeira as new members of the Board of Directors for a one-year term.

Please see the Appendix for a description of the candidates' qualifications and managerial positions in other companies.

If all proposed candidates are elected, the Board of Directors will consist of Lars Rebien Sørensen (Chair), Cees de Jong (Vice Chair), Britt Meelby Jensen, Kasim Kutay, Stephan Engels, Helena Saxon, Jan van de Winkel and Ramona Sequeira (shareholder-elected Board members) and four employee-elected Board members (elected end-February 2026 for a four-year term).

#### **Item 7: Appointment of auditor**

The Board of Directors proposes to re-appoint Deloitte Statsautoriseret Revisionspartnerselskab as auditor in respect of statutory financial and sustainability reporting. The proposal is consistent with the Audit Committee's recommendation.

The Audit Committee's recommendation is free from influence by third parties, and no agreements with third parties restricting the choice of a particular statutory auditor or audit firm have been imposed on the Audit Committee.

# Complete proposals for the items on the agenda

## Item 8: Proposals from the Board of Directors

### Item 8.1: Authorisation to the Board of Directors to allow the Company to repurchase own shares

The Board of Directors proposes that the Board of Directors be authorised until the Annual General Meeting in 2027 to allow the Company to repurchase own shares for a total nominal amount of up to DKK 44,650,000, corresponding to 10% of the Company's share capital, subject to a holding limit of 10% of the share capital. The repurchase must take place at a price equal to the share price quoted at the time of the repurchase with a deviation of up to 10%.

### Item 8.2: Authorisation to the Board of Directors to increase the Company's share capital

The Board of Directors' current authorisation in Article 5.3 of the Articles of Association to increase the share capital expires on 1 April 2027. The Board of Directors proposes to extend the authorisation for a period of one year until 1 April 2028.

Article 5.3, subject to adoption of the proposal, will be worded as follows:

*“(a) Until 1 April 2028, the Board of Directors shall be authorised to increase the share capital in one or more stages with pre-emptive rights for the existing shareholders by up to a total nominal amount of DKK 44,650,000. The capital increase may take place by payment in cash.*

*The capital increase may take place at a subscription price lower than the market price, provided that the capital increase takes place proportionately between A shares and B shares. The holders of A shares shall in such case have a pre-emptive right to subscribe for new A shares, and holders of B shares shall have a pre-emptive right to subscribe for new B shares.*

*If the capital increase takes place at market price, the capital increase may take place by proportionate issuance of A shares and B shares or by issuance of B shares only. In case of issuance of A shares as well as B shares, the holders of A shares shall have a pre-emptive right to subscribe for new A shares, and holders of B shares shall have a pre-emptive right to subscribe for new B shares. In case of issuance of B shares only, the holders of both classes of shares shall have proportionate pre-emptive subscription rights for the new B shares.*

*(b) Until 1 April 2028, the Board of Directors is authorised to increase the share capital in one or more stages without pre-emptive rights for the existing shareholders by issuing B shares for up to a total nominal amount of DKK 44,650,000. The capital increase shall take place at market price and may take place either by payment in cash or by contribution of assets other than cash.*

*(c) The authority given to the Board of Directors under Articles 5.3(a)-(b) above can in the aggregate only be exercised to increase the share capital by a maximum nominal amount of DKK 44,650,000.”*

### Item 8.3: Amendment of location of general meetings due to new name of region

According to Article 6.2 of the Articles of Association, the Company's general meetings shall be held in the Capital Region of Denmark. This region will be combined into a new region, the Region of Eastern Denmark, with effect from 1 January 2027.

The Board of Directors accordingly proposes to amend Article 6.2 of the Articles of Association as follows:

*“General Meetings shall be held in the Region of Eastern Denmark.”*

## Item 9: Any other business

## Additional information

### Majority requirements

Adoption of the proposals under items 8.2 and 8.3 of the agenda requires that at least two thirds of the total number of votes in the Company are present at the Annual General Meeting, and that at least two thirds of the votes cast and share capital represented vote in favour of the proposals. All other proposals may be adopted by a simple majority of votes. Item 4 is submitted for advisory vote only.

### Share capital

The current share capital of the Company amounts to DKK 446,500,000 divided into A share capital of DKK 107,487,200 and B share capital of DKK 339,012,800. Each A share of DKK 0.01 carries 10 votes, and each B share of DKK 0.01 carries 1 vote.

### Participation, voting rights and record date

The record date is Thursday 19 March 2026. For mailing purposes, the record date for ADR holders is Tuesday 17 February 2026, 23:59 (EST).

An ADR holder's right to vote by proxy shall be determined by the number of ADRs held by such ADR holder at 23:59 (CET) on the record date, Thursday 19 March 2026. As noted below, however, voting instruction cards must be forwarded to the Depositary in sufficient time to reach the Depositary before 12:00 pm (EST), Wednesday 18 March 2025 in order for such voting instructions to be recognized.

### How to vote in advance

#### *Proxy voting:*

Under Danish law, the institution responsible for the Company's shareholders' register, Computershare A/S ('Computershare'), must receive copies of voting instruction cards signed by the ADR holders no later than by Friday 20 March 2026 end of the day (CET) in order for the votes based upon such voting instructions to be valid.

The voting instruction cards signed by the ADR holder must be forwarded in sufficient time to reach the Depositary before 09:00 am (EST), Tuesday 17 March 2026.

In practice, an electronic overview of votes cast by ADR holders will be provided to Computershare acting on behalf of the Company together with a proxy issued by the Depositary. The chair of the Annual General Meeting may, however, request to examine the physical voting instruction cards prior to the Meeting. The Depositary will endeavour in so far as practicable to provide the physical voting instruction cards from registered holders of ADRs to Computershare in a timely manner but there is no guarantee that such cards will be timely received or, if received, that the chair of the Annual General Meeting will accept such voting instruction cards as being valid.

As a result of the proxy requirements of Danish law and the voting practices within the United States, voting instructions may only be accepted from persons or entities whose ADRs are held in Registered form with Equiniti, the Depositary's Transfer Agent for the ADR Programme or who have instructed to be temporarily re-registered into the beneficial holder's name on the ADR Register maintained by Equiniti.

### How to ask questions in advance

Shareholders may ask questions in advance of the Annual General Meeting. For questions regarding an agenda item, shareholders are encouraged to submit these in advance by email to [AGmeeting@novonordisk.com](mailto:AGmeeting@novonordisk.com) no later than Wednesday 25 March 2026 at 12:00 noon (CET). The questions will as far as possible be answered in writing prior to the Annual General Meeting. A summary of questions and answers will be published on Novo Nordisk's website, [www.novonordisk.com/AGM](http://www.novonordisk.com/AGM).

### How to participate – participation in person or viewing the webcast

Novo Nordisk offers two options for ADR holders to participate in or view the Annual General Meeting:

#### *Participation in person:*

The Annual General Meeting will be held on Thursday 26 March 2026 at 14:00 (CET) and takes place at Bella Center, Center Boulevard 5, entrance 6, DK-2300 Copenhagen S, Denmark. An ADR holder may attend the Annual General Meeting if the ADR holder holds ADRs at the end of the record date on Thursday 19 March 2026 (CET) and if the ADR holder has obtained an admission card no later than Friday 20 March 2026 at 23:59 (CET).

ADR holders who wish to attend the Annual General Meeting in Denmark should contact Investor Relations at Novo Nordisk A/S: Phone: +45 4444 8888 or e-mail: [AGmeeting@novonordisk.com](mailto:AGmeeting@novonordisk.com). ADR holders should provide their name and documentation of the size of their holding of ADRs.

**Webcast:**

Shareholders can watch the live webcast in Danish and English on the Company's website [novonordisk.com](http://novonordisk.com). No registration is required. The webcast will be accessible one hour before the meeting starts and as a recording afterwards. The webcast does not offer possibilities of voting, expressing opinions or asking questions at the Annual General Meeting. The webcast is publicly accessible and does not require registration card or holding shares in the Company.

**Language**

The meeting will be conducted in English. Shareholders participating virtually via the Computershare Meeting Services application or in person at Bella Center may choose to ask questions and express opinions in Danish or English.

Simultaneous interpretation from English to Danish and from Danish to English will be available to in-person participants at Bella Center, virtual participants in the Computershare Meeting Services application as well as in the webcast.

**Dividends**

The final dividend as approved by the Annual General Meeting will be transferred to the ADR holders by JP Morgan Chase Bank, N.A. denominated in USD after deduction of the statutory 27% Danish tax.

Under the Convention between Canada and the Kingdom of Denmark for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income and on Capital, or the Convention between the Government of the United States of America and the Government of the Kingdom of Denmark for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income the Danish withholding tax on dividends may be reduced to 15% or, in the case of certain U.S. resident pension funds, 0%, if the recipients are eligible for the benefits of any of these treaties.

U.S. Holders and Canadian Holders of ADRs wishing to apply for a refund of excess withholding tax will have to provide a Danish Claim for Refund of Danish Dividend Tax and a properly completed United States IRS Form 6166 or a properly completed Canadian Residency Certificate of Fiscal Domicile, and additional documentation including: proof of dividend received; proof of ownership of the ADR and eligibility for the dividend received and proof that the dividend received was reduced by an amount corresponding to the Danish withholding tax. These documentation requirements may be expanded and may be subject to change. Refund claims must be filed within the three-year period following the date in which the dividend was paid in Denmark. The refund claim process is handled by the Depositary (fees apply with respect to such tax reclaims) or ADR holders can apply for a refund directly from the Danish tax authorities.

Information on tax reclaims, how they should be filed and the requisite tax forms may be obtained from the Depositary while questions about voting ADRs for the Annual General Meeting may be directed to and your ADR account details can be obtained from Shareowner Services.

In late 2025, the Danish National Tax Tribunal issued a ruling which raises uncertainty regarding whether ADR holders should be considered "shareholders" for Danish tax purposes. Neither the Company nor the Depositary can give any assurance that ADR holders will be able to receive refunds of Danish taxes withheld in excess of a treaty rate (if otherwise applicable) or obtain foreign tax credits in the holders' home jurisdictions with respect to any Danish withholding taxes (in particular, if withheld in excess of a relevant treaty rate).

Further information on dividends may be found in the Annual Report 2025 under 'Shares and capital structure'.

**Information on [novonordisk.com](http://novonordisk.com)**

Until and including the date of the Annual General Meeting, the following information is available on [www.novonordisk.com/AGM](http://www.novonordisk.com/AGM):

- Notice convening the Annual General Meeting, including the agenda, complete proposals and a description of the candidates (Appendix),
- Aggregate number of shares and voting rights as of the date of the convening notice,

- Annual Report 2025,
- Remuneration Report 2025,
- Proposed revised Articles of Association,
- Proxy and voting by correspondence form,
- Registration form,
- Summary of potential shareholder questions received and answers from Novo Nordisk, and
- User guide for the Computershare Meeting Services application.

**Processing of personal data**

For information about how Novo Nordisk processes your personal data as a shareholder, see the Company's Notice of Personal Data Processing on [www.novonordisk.com/AGM](http://www.novonordisk.com/AGM).

Best regards,

**Novo Nordisk A/S**  
**The Board of Directors, Friday 20 February 2026**

# Appendix – Candidates for the Board of Directors

## General considerations

All shareholder-elected Board members are to be elected or re-elected for one-year terms. The terms for the proposed candidates thus expire at the Annual General Meeting in March 2027.

The People & Governance Committee assists the Board with the identification and nomination of candidates for the Board based on the Board Competency Profile which is available on <https://www.novonordisk.com/about/corporate-governance.html> and other criteria. Each shareholder-elected Board member should possess integrity, accountability, fairness, financial literacy, commitment, desire for innovation, a corporate social responsible mindset and a collaborative mindset.

Further, the collective competences of the shareholder-elected Board members should include experience within:

### Competences and experience to be represented on the Board (shareholder-elected Board members only)

Global corporate leadership	Healthcare & pharma industry	Finance & accounting
Business development, M&A & external innovation sourcing	Human capital management	Medicine & science
Environmental, social & governance (ESG)	Technology, data & digital	

Provided all proposed candidates are elected to the Board, the Board will collectively hold the competences and experience set out above.

## Diversity ambition

The Board believes that diversity in respect of experience and competences will be achieved through the nomination of individuals who collectively fulfil the competences set out above. In addition, the Board recognises the benefits of a diverse board with respect to perspectives, style, culture, gender and nationality. The Board has defined the following aspirations for the diversity of the shareholder-elected Board members:

- The Board should consist of at least two shareholder-elected Board members with Nordic nationality and at least two shareholder-elected Board members with another nationality than Nordic.
- By 30 June 2026, the Board should have equal gender representation amongst its shareholder-elected Board members. Equal gender representation is regarded as having at least 40% (or closest hereto) without exceeding 49% of the underrepresented gender.

If the proposed candidates are elected, the shareholder-elected Board members will consist of three Nordic members and five non-Nordic members. Three members are female and five are male. Thus, the Board of Directors fulfils its nationality aspirations and its gender aspirations.

## Continuity, renewal and independence

In nominating candidates for election or re-election, the Board seeks to achieve a balance between renewal and continuity. The Board seeks to achieve a balance between the number of Board members representing the majority shareholder of the Company and other Board members.

It is an aspiration that at least half of the Company's shareholder-elected Board members should be independent in accordance with the Danish Corporate Governance Recommendations.

Three of the proposed candidates, Mr Sørensen, Ms Meelby Jensen and Mr Kutay, are not considered to be independent of Novo Nordisk as Mr Sørensen holds a board position at Novo Nordisk's ultimate owner, the Novo Nordisk Foundation, while Ms Meelby Jensen holds a board position in Novo Holdings A/S and Mr Kutay is chief executive officer of Novo Holdings A/S, the main shareholder of the Company. The five other candidates are independent. Therefore, if all proposed candidates are elected to the Board, the Board will satisfy the aspiration of having Board members representing the main shareholder and at least half of the Board members elected by the shareholders being independent.

After the Annual General Meeting, the Board will elect its committee members and intends to elect members of the Audit Committee who qualify as independent as required and defined by the US Securities and Exchange Commission (SEC) as well as the Danish Act on Approved Auditors and Audit Firms. Mr Engels and Ms Saxon qualify for these requirements upon election at the Annual General Meeting.



**Lars Rebien Sørensen**  
Chair of the Board

Danish. Born in 1954. Male. Member and Chair since 2025. Term expires in 2026. Chair of the Chair Committee and Chair of the People & Governance Committee.

Not independent

*Positions and management duties:*

- Chair of the Board of Novo Nordisk Foundation.
- Vice Chair of the Board of Ferring Pharmaceuticals.
- Member of the Board of Jungbunzlauer Suisse AG.
- Adjunct professor at the University of Copenhagen's School of Life Sciences.
- Adjunct professor at Center for Corporate Governance at Copenhagen Business School.

*Competences:*

Global corporate leadership; Healthcare & pharma industry; Business development, M&A and external innovation sourcing; Medicine & science; Human capital management; Environmental, social & governance (ESG).

*Former positions:*

From 2000-2016, Mr Sørensen was President and CEO of Novo Nordisk A/S. From 1994-2000, Mr Sørensen was member of the corporate management team in Novozymes A/S and assumed responsibility for the healthcare business. Prior to this, Mr Sørensen held various international roles in Novozymes A/S. Mr Sørensen was Chair of Novo Holdings A/S (from 2018-2025).

*Education:*

1981 MSc in Forestry from the Copenhagen Royal Veterinary and Agricultural University, Denmark.  
1983 BSc in International Economics from Copenhagen Business School, Denmark.



**Cees de Jong**  
Vice Chair of the Board

Dutch. Born in 1961. Male. Member and Vice Chair since 2025. Term expires in 2026. Member of the Chair Committee, member of the Audit Committee and Chair of the Remuneration Committee.

Independent

*Positions and management duties:*

- Chair of the Board of Novonesis A/S. Chair of the Nomination and Remuneration Committee and member of the Audit Committee.
- Chair of the Board of Meatable.
- Member of the Board of Oterra.
- Venture Partner, Forbion BioEconomy Fund I.

*Competences:*

Global corporate leadership; Finance & accounting; Business development, M&A and external innovation sourcing; Human capital management; Environmental, social & governance (ESG).

*Former positions:*

From 2013-2018, Mr de Jong was President and CEO of Chr. Hansen. From 2007-2011, Mr de Jong was COO and member of the Board of Crucell. From 2003-2007, Mr de Jong was Group Vice President and member of the Board of QuestInternational / ICI. From 2000-2002, Mr de Jong was President of Industrial Products at Campina. From 1998-1999, Mr de Jong was President of Antiinfectives at DSM. From 1996-1998, Mr de Jong was Managing Director of the Industrial Pharmaceutical Division at Royal Gist-Brocades and member of the Executive Committee. Prior to this, Mr de Jong held various roles within strategy and business development.

*Education:*

1987 MD, Medical Faculty from the Erasmus University Rotterdam, Netherlands.

1989 MBA from Rotterdam School of Management, Erasmus University Rotterdam.

2018 Nyenrode Business University NED program (Commissarissen-cyclus).



## Britt Meelby Jensen

Member of the Board

Danish. Born in 1973. Female. Member since 2025. Term expires in 2026. Member of the Research & Development Committee and member of the Remuneration Committee.

Not independent

### *Positions and management duties:*

- CEO of Ambu A/S.
- Member of the Board of Novo Holdings A/S.

### *Competences:*

Global corporate leadership; Healthcare & pharma industry; Human capital management; Technology, data & digital; Business development, M&A and external innovation sourcing.

### *Former positions:*

From 2019-2022, before being appointed CEO of Ambu A/S, Ms Meelby Jensen served as CEO of Swedish Medtech company, Atos Medical AB. From 2015-2019, Ms Meelby Jensen was President and CEO of the Danish public biotech company, Zealand Pharma A/S. From 2013-2014, Ms Meelby Jensen was CEO of Dako A/S. From 2002-2013, Ms Meelby Jensen joined Novo Nordisk A/S where she held several leadership roles, including being Corporate Vice President of Global Marketing, Market Access & Commercial Excellence. From 2000-2002, she worked as a Management Consultant in McKinsey & Company.

### *Education:*

1998 MBA, Solvay Business School, ULB, Belgium.  
2000 MSc in International Marketing and Management, Copenhagen Business School, Denmark.



## Kasim Kutay

Member of the Board

British. Born in 1965. Male. Member since 2017. Term expires in 2026. Chair of the Research & Development Committee.

Not independent

### *Positions and management duties:*

- CEO of Novo Holdings A/S.
- Member of the Board of Novonesis A/S. Member of the Nomination and Remuneration Committee.
- Member of the Board of CW+ charity.

### *Competences:*

Global corporate leadership; Healthcare & pharma industry; Finance & accounting; Business development, M&A and external innovation sourcing; Human capital management.

### *Former positions:*

From 2009 to 2016, Mr Kutay was managing director, co-head of Europe and member of the global management committee of Moelis & Co., UK. From 2007 to 2009, Mr Kutay was managing director and head of Financial Solutions Group of SUN Group, UK. From 1989 to 2007, Mr Kutay held a number of positions at Morgan Stanley, UK, including chair of the European Healthcare Group. Mr Kutay was member of the board of trustees of Northwick Park Institute for Medical Research, UK, from 2005 to 2016. Mr Kutay was member of the board of governors from 2006 to 2011 and the investment committee from 2011 to 2016 of the School of Oriental and African Studies (SOAS), UK.

### *Education:*

1986 BSc in Economics, the London School of Economics, UK.  
1987 MSc in Economics, the London School of Economics, UK.



## Stephan Engels

Member of the Board

German. Born in 1962. Male. Member since 2025. Term expires in 2026. Chair of the Audit Committee, member of the Remuneration Committee and member of the People & Governance Committee.

Independent

### *Positions and management duties*

- Member of the Board of SimCorp A/S. Chair of the Audit and Risk Committee and member of the Remuneration and Nomination Committee.

### *Competences:*

Global corporate leadership; Finance & accounting; Human capital management; Business development, M&A and external innovation sourcing.

### *Former positions:*

From 2020-2025, Mr Engels was CFO of Danske Bank. From 2012-2020, Mr Engels was CFO at Commerzbank AG. From 2007-2012, Mr Engels was member of the Executive Committee of the Mercedes-Benz Car Group for Finance & Controlling and Head of Management Group Controlling at Daimler AG. From 2004-2007, Mr Engels was member of the Board for Credit then CFO and IT at DaimlerChrysler Bank AG. From 1988, Mr Engels held various positions at Daimler AG in Group Audit, Divisional Finance Functions and Managing Director of debis AirFrance BV (operating aircraft leasing, a JV between Daimler and German Banks).

### *Education:*

1987 MA Business Administration at University of St. Gallen, Switzerland.

1999 Executive Education – Managing Global Opportunities, Harvard University, USA.



## Helena Saxon

Member of the Board

Swedish. Born in 1970. Female. Proposed for election as a new member.

Independent

### *Positions and management duties:*

- Member of the Board of H&M Hennes & Mauritz AB.
- Member of the Board of Stockholm School of Economics.

### *Competences:*

Global corporate leadership; Finance & accounting; Human capital management; Technology, data & digital; Business development, M&A and external innovation sourcing.

### *Former positions:*

From 2015-2024, Ms Saxon was CFO at Investor AB. From 2010-2015, Ms Saxon was Senior Investment Manager of Healthcare and MedTech at Investor AB. From 2006-2010, she was CFO at Hallvarsson & Halvarsson AB and Synchron AB. From 1997-2006, Ms Saxon was Investment Manager of the Tech sector at Investor AB. From 1995-1997, Ms Saxon was a Financial Analyst at Goldman Sachs in London.

### *Education:*

1995 MSc in Business & Economics, Stockholm School of Economics, Sweden.

2013 Certificate in Corporate Governance from International Directors Program at INSEAD, France.



## Jan van de Winkel

Member of the Board

Dutch. Born in 1961. Male. Proposed for election as a new member.

Independent

### *Positions and management duties:*

- Co-founder and President & Chief Executive Officer of Genmab A/S.
- Professor of Immunology at Utrecht University.

### *Competences:*

Global corporate leadership; Healthcare & pharma industry; Business development, M&A and external innovation sourcing; Medicine & science; Human capital management.

### *Former positions:*

From 2008-2010, Mr van de Winkel was President, Research & Development and Chief Scientific Officer of Genmab A/S. From 1999-2008, Mr van de Winkel was Chief Scientific Officer of Genmab A/S, leading research and pre-clinical development. From 1997-2000, Mr van de Winkel was Vice President and Scientific Director of Medarex Europe B.V.

### *Education:*

1985 MSc in Biology from Radboud University of Nijmegen, Netherlands.

1988 PhD in Immunology from Radboud University of Nijmegen, Netherlands.



## Ramona Sequeira

Member of the Board

Canadian. Born in 1965. Female. Proposed for election as a new member.

Independent

### *Positions and management duties:*

- Member of the Board of Organon & Co., Inc. Member of the Talent Committee.
- Member of the Board of Edwards Lifesciences Corporation. Member of the Audit Committee.
- Member of the Board of Trustees, University Health Network, Toronto. Member of the Research Committee.

### *Competences:*

Global corporate leadership; Healthcare & pharma industry; Business development, M&A and external innovation sourcing; Medicine & science; Human capital management.

### *Former positions:*

From 2022-2025, Ms Sequeira was President, Global Portfolio Division of Takeda Pharmaceutical Company Limited. From 2015-2022, Ms Sequeira served as President, US Business Unit and Global Product Launch Strategy and Commercialization for Takeda. From 1994-2015, Ms Sequeira was employed in Eli Lilly and Company in various leadership roles across Canada, Europe and the US, in the final years as Vice President, Lilly USA.

### *Education:*

1988 BS, Molecular Genetics and Molecular Biology from University of Toronto, Canada.

1991 MBA from McMaster University, Canada.