Notice convening Extraordinary General Meeting

14 November 2025

Novo Nordisk proxy information

Dear Shareholder,

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 Extraordinary General Meeting of Novo Nordisk A/S (‘Novo Nordisk’ or the 'Company') to be held on Friday 14 November 2025 at 14:00 (CET), as expressed in today’s Company announcement (no. 28 of 21 October 2025).

The Extraordinary General Meeting will be held as a fully electronic general meeting. Novo Nordisk offers ADR holders the opportunity to:

- Submit questions in advance by email to EGmeeting@novonordisk.com by Thursday 13 November 2025 at 12:00 (CET).
- Vote by proxy by submitting a voting instruction card to the Depositary following the instructions included herein.
- View the live webcast of the Extraordinary General Meeting on Novo Nordisk’s website, www.novonordisk.com. The webcast does not offer possibilities for voting, expressing opinions or asking questions at the Extraordinary General Meeting itself.

Further information on registration, voting and participation is provided below.

Agenda

1. Election of new members to the Board of Directors:

1.1 Election of chair

1.2 Election of vice chair

1.3 Election of other members to the Board of Directors

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 'Depositary') before 9:00 am (EST) on Monday 10 November 2025.

View the live webcast of the Extraordinary General Meeting:
Go to Novo Nordisk's website: www.novonordisk.com.

Investor Portal:
www.novonordisk.com/investors/Investor-portal.html

Contact

Novo Nordisk A/S
Novo Alle 1, DK-2880 Bagsværd, Denmark
Website: www.novonordisk.com/EGM
Phone: +45 4444 8888
Email: EGmeeting@novonordisk.com

Shareowner Services
P.O. Box 64504, St. Paul, MN 55164-0504
www.shareowneronline.com
Phone: +1 (800) 990 1135
Outside the U.S: +1 (651) 453 2128

For questions about voting ADRs for the Extraordinary General Meeting and ADR account details.

Complete proposals for the items on the agenda

Item 1: Election of new members to the Board of Directors

As described in company announcement no. 28/2025, the Board of Directors has convened this Extraordinary General Meeting to elect new board members. Chair Helge Lund, Vice Chair Henrik Poulsen and the board members Laurence Debroux, Andreas Fibig, Sylvie Grégoire, Christina Law and Martin Mackay will not stand for election at the Extraordinary General Meeting. Kasim Kutay and the Novo Nordisk employee-elected board members Elisabeth Dahl Christensen, Liselotte Hyveled, Mette Bøjer Jensen and Thomas Rantzau will remain on the Board of Directors.

The Novo Nordisk Foundation and Novo Holdings A/S have proposed all candidates set out under the agenda items below for election.

A detailed description of the background and qualifications of the candidates is included in Appendix 1.

Item 1.1: Election of chair

It is proposed to elect Lars Rebien Sørensen as Chair of the Board of Directors for a period until the next Annual General Meeting.

Item 1.2: Election of vice chair

It is proposed to elect Cees de Jong as Vice Chair of the Board of Directors for a period until the next Annual General Meeting.

Item 1.3: Election of other members to the Board of Directors

It is proposed to elect Britt Meelby Jensen, Mikael Dolsten and Stephan Engels to the Board of Directors for a period until the next Annual General Meeting.

Kasim Kutay will continue to serve on the Board of Directors, which is consequently proposed to consist of six shareholder-elected board members.

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, Mikael Dolsten and Stephan Engels (shareholder-elected Board members) and Elisabeth Dahl Christensen, Liselotte Hyveled, Mette Bøjer Jensen and Thomas Rantzau (employee-elected Board members).

Additional information

Majority requirements
All proposals on the agenda may be adopted by a simple majority of votes.

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 capital amount of DKK 0.01 carries 10 votes, and each B share capital amount of DKK 0.01 carries 1 vote.

Participation, voting rights and record date
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, Friday 31 October 2025. As noted below, however, voting instruction cards must be forwarded to the Depositary in sufficient time to reach the Depositary before 9:00am (EST) Monday 10 November 2025 in order for such voting instructions to be recognized.

How to vote

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 Monday 10 November 2025 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 9:00 am (EST), Monday 10 November 2025.

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 Extraordinary General Meeting may, however, request to examine the physical voting instruction cards prior to the Extraordinary General 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 Extraordinary 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 by persons or entities whose ADRs are held in registered form with EQ (the Transfer Agent for the ADR Programme) or have been instructed to be temporarily re-registered into the beneficial holder's name within the DTCC Clearing System.

Voting materials provided to beneficial holders of ADRs (or interests therein) are provided for information purposes only. Neither the Depositary nor the Company shall be liable for any act or omission to act with respect to voting.

How to ask questions in advance
Shareholders may ask questions in advance of the Extraordinary General Meeting:

- For questions regarding an agenda item, shareholders are encouraged to submit these in advance by email to EGmeeting@novonordisk.com no later than Thursday 13 November 2025 at 12:00 (CET). The questions will as far as possible be answered in writing prior to the Extraordinary General Meeting. A summary of actual or potential questions and answers will be published on Novo Nordisk's website, www.novonordisk.com/egm.

How to view the live webcast
Shareholders can watch the live webcast in Danish and English on the Company's website www.novonordisk.com.

The webcast will be accessible one hour before the Extraordinary General Meeting starts. The recording of the webcast will also be available on the website after the meeting. The webcast does not offer possibilities of voting, expressing opinions or asking questions at the Extraordinary General Meeting.

The live webcast is also accessible by the public and access does not require registration of participation or holding of shares in the Company.

Language
Representatives of the Company and the chair of the Extraordinary General Meeting will speak and present in English. Shareholders participating virtually via the Computershare Meeting Services application 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 the virtual participants in the Computershare Meeting Services application as well as in the webcast.

Information on novonordisk.com
Until and including the date of the Extraordinary General Meeting, the following information is available on www.novonordisk.com/EGM:

- Notice to convene the Extraordinary General Meeting, including the agenda and complete proposals and a description of the nominated candidates (Appendix 1),
- The aggregate number of shares and voting rights as of the date of the convening notice,
- The proxy and voting by correspondence form, and
- The registration form.

The information is available in English.

Questions
Questions about voting ADRs for the Extraordinary General Meeting may be directed to and your ADR account details can be obtained from:

Shareowner Services
P.O. Box 64504, St. Paul, MN 55164-0504
www.shareowneronline.com
Phone: +1 (800) 990 1135
Outside the U.S: +1 (651) 453 2128

Processing of personal data
For information about how Novo Nordisk processes your personal data as a shareholder, see the Company's Notices of Personal Data Processing on www.novonordisk.com/egm.

Best regards,

Novo Nordisk A/S
The Board of Directors, Tuesday 21 October 2025

Appendix 1 – Shareholder proposal for candidates for the Board of Directors

The Novo Nordisk Foundation and Novo Holdings A/S have submitted a shareholder proposal to elect the candidates set out herein. This Appendix has been received from the Novo Nordisk Foundation and Novo Holdings A/S.

The Board Competency Profile
In accordance with the Company's Board Competency Profile which is available on https://www.novonordisk.com/about/corporate-governance.html, all Board members should possess integrity, accountability, fairness, financial literacy, commitment, desire for innovation, a corporate social responsible mindset and a collaborative mindset.

Additionally, the collective competences of the shareholder-elected Board members should include experience within the competences listed in the Board Competency Profile as well as two additional competencies (Direct-to-consumer marketing, US pharmaceutical market expertise) which will be added to the Board Competency Profile following the Extraordinary General Meeting:

- 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
- Direct-to-consumer marketing
- US pharmaceutical market expertise

If all proposed candidates are elected to the Board, the Board will collectively possess the desired competences and experience.

Diversity ambition
The following aspirations have guided the identification of shareholder-elected candidates for the Board:

- The Board should consist of at least two shareholder-elected Board members with Nordic nationality and at least two shareholder-elected Board members with a nationality other than Nordic.
- By 2026, the Board should consist of at least three shareholder-elected Board members who are women and three who are men.

With the proposed candidates, the shareholder-elected Board members will consist of three Nordic members and three non-Nordic members.

Of these, one member is female and five are male.

Further to these, Ms. Helena Saxon has been identified as a candidate to be proposed for election to the Board at the Annual General Meeting in March 2026.

It is therefore the intention to identify one additional candidate with complementary competences to be elected at the Annual General Meeting in March 2026, at which point the aim is to fulfil both the nationality and gender ambitions.

Independence
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, Mr. Kutay and Ms. Meelby Jensen, are not considered to be independent. Mr. Sørensen holds the Chair position at the Board of the Novo Nordisk Foundation, the ultimate controlling shareholder of the Company. Ms. Meelby Jensen holds a board position at Novo Holdings A/S, while Mr. Kutay is Chief Executive Officer of Novo Holdings A/S, the Novo Nordisk Foundation's investment company and the main shareholder of Novo Nordisk A/S.

If all proposed candidates are elected to the Board, the Board will satisfy the aspiration to have a number of Board members representing the main shareholder and that at least half of the Board members elected by the shareholders shall be independent.

Mr. Kutay is not up for election as his term runs until the Annual General Meeting in March 2026. He continues on the Board through his term.

After the Extraordinary General Meeting, the Board will elect its committee members and e.g. 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 qualifies for these requirements, and the same applies to Ms. Saxon upon election at the Annual General Meeting in March 2026.

Lars Rebien Sørensen

Chair of the Board

Danish. Born in 1954. Male. Proposed elected in November 2025.

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 will step down as Chair of Novo Holdings A/S (from 2018-2025) following the extraordinary general meeting in Novo Nordisk A/S.

Education:

1981 MSc in Forestry from the Copenhagen Royal Veterinary and Agricultural University, Denmark.

1983 BSc in International Economics from Copenhagen Business School.

Cees de Jong

Vice Chair of the Board

Dutch. Born in 1961. Male. Proposed elected in November 2025.

Independent

Positions and management duties:

- Chair of the Board of Novonesis A/S.
- 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; Environmental, social & governance (ESG); Human capital management.

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 Quest-International / ICI. From 2000-2002 Mr. de Jong was President of Industrial Products at Campina. From 1998-1999 Mr. de Jong was President of Anti-infectives 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. Proposed elected in November 2025.

Not independent

Positions and management duties:

- CEO of Ambu A/S.
- Member of the Board of Novo Holdings A/S.
- Member of the Board of Hempel 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, owned by PAI partners. From 2015-2019 Ms. Meelby Jensen was President and CEO of the Danish public biotech company, Zealand Pharma A/S, where the company did a listing on Nasdaq in the US. From 2013-2014 Ms. Meelby Jensen was CEO of Dako A/S, a global cancer diagnostics company owned by Agilent Inc. 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:

2000 MSc in International Marketing and Management, Copenhagen Business School, Denmark.

1998 MBA, Solvay Business School, ULB, Belgium.

Kasim Kutay

Member of the Board

British. Born in 1965. Male. Member since 2017. Term expires in 2026.

Not independent

Positions and management duties:

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

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

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

Mikael Dolsten

Member of the Board

Swedish. Born in 1958. Male. Proposed elected in November 2025.

Independent

Positions and management duties:

- Chair of the Board of Orogene Therapeutics.
- Chair of the Board of Mast Cell Sciences.
- Founding CEO and Chair of the Board of Quarry Thera.
- Chair of the Board of Orbis Medicines.
- Member of the Board of Chai Discovery.
- Member of the Board of BenchSci.
- Member of the Board of Agilent Technologies.
- Member of the Board of Rocket Pharmaceuticals.
- Member of the Board of FairJourney Biologics.
- Chair R&D committee & Investment Advisor of Formation Bio.
- Member of the Board of Immunai.
- Member of the Board of Foundation for the National Institutes of Health & Research America.
- Senior advisor to Blackstone Life Sciences.

Competences:

Global corporate leadership; Healthcare & pharma industry; Medicine & science; Human capital management.

Former positions:

From 2009-2025 Mr. Dolsten was the CSO and President of Worldwide Research, Development and Medical at Pfizer, Inc. where he oversaw the regulatory approval of over 36 medicines and vaccines, while advancing more than 150 drug candidates into clinical studies. From 2003-2007 Mr. Dolsten was EVP and Head of Pharmaceutical Research at Boehringer Ingelheim. From 1999-2003 Mr. Dolsten was Global VP of Cardiovascular, Metabolism and Gastrointestinal at AstraZeneca. From 1998-1999 Mr. Dolsten was VP and Head of Preclinical R&D at Astra. Prior to that, Mr. Dolsten held various roles in Pharmacia & Upjohn.

Education:

1988 MD, PhD in tumor immunology from Lund University, Sweden.

1995 Adjunct Professor in Medicine, Immunology, Oncology at Lund University, Sweden.

Stephan Engels

Member of the Board

German. Born in 1962. Male. Proposed elected in November 2025.

Independent

Positions and management duties:

- Member of the Board of SimCorp A/S.

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:

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

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

Helena Saxon

Proposed for election as member of the Board at the Annual General Meeting in March 2026

Swedish. Born in 1970. Female. Proposed for election at the Annual General Meeting in March 2026.

Independent

Positions and management duties:

- Member of the Board of Sobi (Swedish Orphan Biovitrum AB).
- 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 Syncron 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:

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

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