



**Invitation to Novozymes'
annual shareholders'
meeting 2019**



To the shareholders of Novozymes A/S

The Board of Directors is pleased to invite you to the company's annual shareholders' meeting on

Wednesday February 27, 2019 at 4:00 p.m.

at **Ballerup Super Arena**, Ballerup Idrætsby 4, 2750 Ballerup, Denmark

Agenda, including complete proposals:

1. The Board of Directors' report on the company's activities

2. Presentation and approval of the audited annual report

3. Resolution on distribution of profit in accordance with the approved annual report

The Board of Directors proposes a dividend of DKK 5.00 per A/B share of DKK 2.

4. Approval of remuneration of the Board of Directors for 2018 and the remuneration level for 2019

The Board of Directors proposes that the actual remuneration of the Board of Directors for 2018 of DKK 7,651,000 is approved by the annual shareholders' meeting (reference is made to page 65 of the audited annual report). The actual remuneration for 2018 corresponds to the remuneration level approved by the annual shareholders' meeting in 2018 for the 2018 financial year.

The Board of Directors proposes that the following remuneration level for 2019 is approved by the annual shareholders' meeting, which is identical to the remuneration level for 2018:

- The base fee for board members is DKK 500,000
- The chairman shall receive 3.0 times the base fee
- The vice chairman shall receive 2.0 times the base fee
- The Audit Committee chairman shall receive a supplementary fee of 1.0 times the base fee
- The Audit Committee members shall receive a supplementary fee of 0.5 times the base fee
- The Nomination and Remuneration Committee chairman shall receive a supplementary fee of 1.0 times the base fee unless the person elected is the chairman or the vice chairman of the Board of Directors as they shall not receive any such supplementary payments
- The Nomination and Remuneration Committee members shall receive a supplementary fee of 0.5 times the base fee unless the person elected is the chairman or the vice chairman of the Board of Directors as they shall not receive any such supplementary payments.

5. Election of Chairman

The Board of Directors proposes re-election of the incumbent Chairman.



Jørgen Buhl Rasmussen

Born 1955. Adjunct professor at the Copenhagen Business School. Member of the Audit Committee. Chairman of the Nomination and Remuneration Committee.

The Board of Directors recommends

re-election of Jørgen Buhl Rasmussen based on his international business and management experience, specifically within sales, marketing, branding and acquisitions, and based on his financial and accounting expertise.

Jørgen Buhl Rasmussen serves as chairman of the board of F. Uhrenholt A/S and is a member of the board of Smurfit Kappa Group and of the Advisory Board for Blazar Capital. Jørgen Buhl Rasmussen is also managing director of Buhlras ApS.

Jørgen Buhl Rasmussen is recommended as an independent member of the Board of Directors as defined in 3.2.1 of the Danish Recommendations on Corporate Governance.

Jørgen Buhl Rasmussen has been a member of the Board of Directors since 2011.

6. Election of Vice Chairman

The Board of Directors proposes re-election of the incumbent Vice Chairman.



Agnete Raaschou-Nielsen

Born 1957. Member of the Audit Committee and of the Nomination and Remuneration Committee.

The Board of Directors recommends re-election of Agnete Raaschou-Nielsen based on her expertise in

business development, acquisitions and macroeconomics and her special knowledge within intellectual property rights, and based on her financial and accounting expertise.

Agnete Raaschou-Nielsen serves as chairman of the board of Arkil Holding A/S, Brdr. Hartmann A/S, Investeringsforeningen Danske Invest, Investeringsforeningen Danske Invest Select, Investeringsforeningen Profil Invest, Kapitalforeningen Danske Invest Institutional, AP Invest Kapitalforening og

Investeringsforeningen Procapture, and is a member of the board of Aktieselskabet Schouw & Co. and Danske Invest Management A/S.

Agnete Raaschou-Nielsen serves as a member of the audit committee of Aktieselskabet Schouw & Co.

Agnete Raaschou-Nielsen is recommended as an independent member of the Board of Directors as defined in 3.2.1 of the Danish Recommendations on Corporate Governance.

Agnete Raaschou-Nielsen has been a member of the Board of Directors since 2011.

7. Election of other board members

The Board of Directors proposes re-election of:



Lars Green

Born 1967. Executive Vice President, Business Services and Compliance, Novo Nordisk A/S. Chairman of the Audit Committee.

The Board of Directors recommends re-election of Lars Green based on

his in-depth knowledge of the Novo Group's business, international experience from managing global biotechnology and biopharma companies, and based on his financial and accounting expertise.

Lars Green is recommended as a non-independent member of the Board of Directors as defined in 3.2.1 of the Danish Recommendations on Corporate Governance. Lars Green has been a member of the Board of Directors since 2014.



Kasim Kutay

Born 1965. CEO, Novo Holdings A/S.

The Board of Directors recommends re-election of Kasim Kutay based on his broad experience within biotechnology, mergers, acquisitions and strategy, and based on his

financial and accounting expertise.

Kasim Kutay serves as a member of the board of Novo Nordisk A/S and ConvaTec Plc.

Kasim Kutay is recommended as a non-independent member of the Board of Directors as defined in 3.2.1 of the Danish Recommendations on Corporate Governance. Kasim Kutay has been a member of the Board of Directors since 2017.



Kim Stratton

Born 1962. Member of the Nomination and Remuneration Committee.

The Board of Directors recommends re-election of Kim Stratton based on her broad international commercial experience, including within sales and marketing, emerging markets, innovation pipeline management and sustainability.

Kim Stratton serves as a member of the board of European Federation of Pharmaceutical Industries and Associations (EFPIA).

Kim Stratton is recommended as an independent member of the Board of Directors as defined in 3.2.1 of the Danish Recommendations on Corporate Governance.

Kim Stratton has been a member of the Board of Directors since 2017.



Mathias Uhlén

Born 1954. Professor at the Royal Institute of Technology (Sweden) and the Technical University of Denmark (DTU).

The Board of Directors recommends re-election of Mathias Uhlén based on his broad experience within research and biotechnology.

Mathias Uhlén serves as chairman of the board of Atlas Antibodies AB, Antibodypedia AB and ScandiBio Therapeutics AB, vice chairman of the board of Affibody Medical AB and is a member of the board of Bure Equity AB.

Mathias Uhlén is recommended as a non-independent member of the Board of Directors as defined in 3.2.1 of the Danish Recommendations on Corporate Governance. Mathias Uhlén has been a member of the Board of Directors since 2007.

8. Election of auditor

The Board of Directors recommends re-election of PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab based on a recommendation from the Audit Committee. The Audit Committee's recommendation has not been influenced by third parties and has not been subject to any agreement with a third party restricting the general meeting's election of certain auditors or audit firms.

9. Proposals from the Board of Directors

9a. Renewal of authorization to the Board of Directors to implement capital increases

The Board of Directors proposes to amend articles 5.1 to 5.3 of the articles of association with the following wording:

"5.1 Until April 1, 2020, the Board of Directors shall be authorized to increase the share capital in one or more stages without pre-emptive rights for existing shareholders at a subscription price equivalent to market price of the B shares by issuing B shares of up to nominally DKK 58,200,000 by means of cash payment or in connection with any full or partial acquisition of an existing enterprise.

5.2 Until April 1, 2020, the Board of Directors shall further be authorized to increase the share capital with pre-emptive rights for existing shareholders in one or more stages by up to nominally DKK 58,200,000 by means of cash payment.

Where the subscription price of the capital increase is lower than the market price of the B shares, the capital increase shall be distributed proportionately between A shares and B shares.

5.3 Until April 1, 2020, the Board of Directors shall further be authorized to issue warrants in one or more stages by up to DKK 5,820,000 B shares to the company's or its subsidiaries' employees and to resolve on the corresponding capital increases. The shareholders of the company are not to have any pre-emptive rights at the exercise of this authorization by the Board of Directors – be it in connection with the issuance of warrants or in connection with the exercise of warrants – provided that warrants are issued at a subscription price corresponding at least to the market price on the date of the resolution of the Board of Directors. The Board of Directors stipulate in-detail terms for the issuance of warrants, including provisions on terms of exercise of warrants and the recipient's legal position in case of capital increase, capital decrease, issuance of new warrants as well as liquidation, merger and demerger of the company prior to the time of exercise."

The basis of the proposal is to ensure that the Board of Directors has a reasonable degree of flexibility in relation

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to provision of capital for the company's continuous activities.

9b. Reduction of share capital

The Board of Directors proposes a reduction of the company's share capital by cancellation of part of its holding of its treasury B shares. The Board of Directors proposes that the company's B share capital shall be reduced by DKK 12,000,000 from DKK 486,512,800 to DKK 474,512,800. The capital reduction will be effected at a rate that corresponds to an average price of DKK 324.25 per B share of nominally DKK 2, which means that a total premium of DKK 1,933,500,000 has been paid to the shareholders (corresponding to a rate of 16,212.5 according to Danish company law). The total share capital will hereafter amount to DKK 582,000,000.

9c. Authorization to acquire treasury shares

The Board of Directors proposes that the Board of Directors is authorized to allow the company to acquire treasury shares up to a total nominal amount of DKK 58,200,000 corresponding to 10% of the share capital, subject to a holding limit of 10% of the total share capital, cf. the Danish Companies Act § 198. The purchase price must not deviate by more than 10% from the price quoted on Nasdaq Copenhagen A/S on the date of acquisition. The authorization shall be in force until April 1, 2020.

9d. Authorization to the meeting chairperson

The Board of Directors proposes that the annual shareholders' meeting authorizes the chairperson with power of delegation to register the adopted proposals and to make such alterations thereto as the Danish Business Authority or other authorities may demand or request as a condition for registration or approval as well as to continuously make and register linguistic and other modifications in the company's articles of association that are without significance as regard to content.

10. Any other business

Majority requirement

Items 9a and 9b may only be adopted if shareholders representing at least 2/3 of the total number of votes in the company are represented at the annual shareholders' meeting, and if at least 2/3 of both the votes cast as well as 2/3 of the

voting capital represented at the meeting vote in favor of the proposal, cf. article 9.2 of the articles of association. Approval, resolutions and elections in respect of the other items on the agenda require a simple majority.

Registration date

A shareholder's right to participate in and vote at the annual shareholders' meeting is solely determined in proportion to the number of shares the shareholder owns on the registration date, which is **Wednesday February 20, 2019**.

Ordering admission

Admission to the annual shareholders' meeting may be ordered **no later than Friday February 22, 2019** by:

- Visiting the website of VP Investor Services at www.vp.dk/en/agm or the company's website investors.novozymes.com no later than 11:59 p.m. to register electronically (remember to have your VP deposit number at hand); or
- calling VP Investor Services on +45 4358 8891 no later than 4:00 p.m. (remember to have your VP deposit number at hand when you call).

Ordered admission documentation will be sent out electronically. This requires that your email address is registered on the website of VP Investor Services at www.vp.dk/en/agm (InvestorPortal). After registration, you will receive an electronic admission documentation. Please bring your electronic version on your smartphone or tablet. You can also bring a printed version of the admission documentation. If you have forgotten your admission documentation for the annual shareholders' meeting, it can be obtained at the annual shareholders' meeting against presentation of appropriate proof of identification. Ballot papers will be handed out at the entry point at the annual shareholders' meeting.

Proxy/postal vote

If you are unable to attend the annual shareholders' meeting, you may choose to:

- Assign a proxy to a named third party. Should you choose to attend the annual shareholders' meeting by proxy, your proxy will receive admission documentation from VP Investor Services that must be presented at the meeting; or
- assign a proxy to the Board of Directors. In this case your votes will be cast in accordance with the recommendations of the Board of Directors; or
- assign a proxy to the Board of Directors by indicating how you wish your votes to be cast; or

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- vote by post.

Go to the company's website investors.novozymes.com or www.vp.dk/en/agm to vote by post, assign a proxy to the Board of Directors to vote in accordance with its recommendations, or assign a proxy indicating how you wish your votes to be cast by checking the boxes on the electronic proxy form. This must be done by 11:59 p.m. on **Friday February 22, 2019**. You can also complete and sign the enclosed proxy form or postal vote form (via link) and return it by post to VP Investor Services, Weidekampsgade 14, DK-2300 Copenhagen S, Denmark, or scan it and return it by email to vpinvestor@vp.dk or by fax to +45 4358 8867 so that it is received by VP Investor Services by 11:59 p.m. on Friday February 22, 2019.

Please note that you may **either** assign a proxy **or** vote by post, but not both.

Foreign shareholders should consult the guidance at investors.novozymes.com.

Shareholder information

The company's total share capital has a nominal value of DKK 594,000,000, comprising A shares with a nominal value of DKK 107,487,200 and B shares with a nominal value of DKK 486,512,800.

The company's share capital is divided into shares of DKK 1 or multiples thereof. Each A share of DKK 1 carries 10 votes and each B share of DKK 1 carries one vote. Consequently, each A share of DKK 2 carries 20 votes, while each B share of DKK 2 carries 2 votes.

Dividends approved at the annual shareholders' meeting will be paid via VP Securities to shareholders' accounts in their own custodian banks.

The following material is available as of today on the company's website investors.novozymes.com:

- Notice convening the meeting
- The documents to be submitted to the annual shareholders' meeting, including the most recent audited annual report
- The agenda and full proposals
- Forms used for voting by proxy or by post

Practical information

The annual shareholders' meeting will be webcast live on Novozymes' website investors.novozymes.com.

Shareholders' questions to the Board of Directors and the Executive Leadership Team will be answered at the annual shareholders' meeting. The shareholders may ask written questions to the company on the above agenda, the complete proposals, documents regarding the annual shareholders' meeting, and other matters relevant to the annual shareholders' meeting. Written questions must be sent to ninl@novozymes.com.

Transportation options

Bus transportation will be provided from Ballerup Station, where three buses from Lyngby Turistfart will depart from the station at 3.00 p.m. to Ballerup Super Arena. The buses will have a sign in the front window saying "Novozymes' Generalforsamling." Departure times will be posted at Ballerup Super Arena.

Please note that there are many stairs at the venue, but a lift is available.

Light refreshments will be served after the meeting.

The Board of Directors
Novozymes A/S

About Novozymes

Novozymes is the world leader in biological solutions. Together with customers, partners and the global community, we improve industrial performance while preserving the planet's resources and helping build better lives. As the world's largest provider of enzyme and microbial technologies, our bioinnovation enables higher agricultural yields, low-temperature washing, energy-efficient production, renewable fuel and many other benefits that we rely on today and in the future. We call it Rethink Tomorrow.

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