

Proxy form

for use at the Annual General Meeting of Novo Nordisk A/S on Wednesday 24 March 2010 at 2pm (CET)

Name:

VP reference:

Number of votes:

I/we authorise by proxy according to the indications below:

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

- A) Proxy is granted to 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 in accordance with the Board of Directors' recommendations as stated below.
- 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", "AGAINST" or "ABSTAIN" to state your vote.

Agenda

(the full agenda is in the convening notice)

	FOR	AGAINST	ABSTAIN	Recommendations of the Board of Directors
2. Adoption of the audited Annual Report 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
3. Approval of the remuneration of the Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
4. A resolution to distribute the profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
5. Election of members to the Board of Directors:				
a) Sten Scheibye	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
b) Göran A Ando	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
c) Henrik Gürtler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
d) Pamela J Kirby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
e) Kurt Anker Nielsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
f) Hannu Ryöppönen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
g) Jørgen Wedel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
6. Re-election of PricewaterhouseCoopers as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
7. Proposals from the Board of Directors				
7.1 Amendments to the Articles of Association (as further described in the notice for the AGM):				
A. Amendments due to the new Danish Companies Act				
(i) Mandatory Amendments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
(ii) Consequential Editorial Amendments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
B. Other Amendments				
(i) Articles 5.1, 5.10 and existing article 17.2 (new article 18.2) (adoption of reference of "central securities depository")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
(ii) Articles 8.2, 11.2 and 11.4 (direct election by the AGM of the chairman and vice chairman of the BoD)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
(iii) Existing article 13.1 (new article 14.1) (change of the rule of signature)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
(iv) New article 13 (English as corporate language)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
(v) Article 16.2 (new article 17.2) (ref. to applicable law re annual report)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
(vi) Article 17.2 (new article 18.2) (deletion of explicit limitation period re dividends)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
7.2 Reduction of the Company's B share capital from DKK 512,512,800 to DKK 492,512,800	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
7.3 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"/>	FOR
7.4 Revised Incentive Guidelines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
8. Authorisation to the chairman of the Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR

If the form is only dated and signed it will be considered a proxy given in accordance with the recommendations of the Board of Directors.

The proxy applies to all items discussed at the general meeting. In the event new proposals are submitted, 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 submitted for a vote.

The proxy is also valid at a subsequent general meeting convened due to lack of quorum at the Annual General Meeting on 24 March 2010.

				2		0		1		0
--	--	--	--	---	--	---	--	---	--	---

Date

Signature

The dated and signed form must reach VP Investor Services A/S by 4 pm (CET) on Friday 19 March 2010 either by fax (No +45 4358 8867) or by ordinary mail (please use the enclosed return envelope).