

POLICY ON ENGAGED OWNERSHIP OF NOVO GROUP COMPANIES

PURPOSE & SCOPE

The purpose of this document is to outline the relationship between the Novo Nordisk Foundation (“the Foundation”) and the Novo Group companies. The Novo Group companies consist of:

- Novo Nordisk A/S
- Novonosis A/S

As an independent Danish enterprise foundation, the Novo Nordisk Foundation supports philanthropic purposes using funds deriving from its ownership of and investment in companies and other financial assets. It operates independently of any other interests other than the following:

1. to provide a stable basis for the commercial and research activities of Novo Nordisk A/S; of Novonosis A/S; and of any future public or private limited companies in which the Foundation’s subsidiary, Novo Holdings A/S, may hold a material equity interest or over which Novo Holdings A/S may have material influence, whether through proxy or otherwise;
2. to support physiological, endocrinological, metabolic and other medical research;
3. to support research hospital activities within diabetes in Denmark; and furthermore
4. to support other scientific, humanitarian and social purposes.

To carry out the above, the Foundation has adopted a policy of “Engaged Ownership” with regards to the Novo Group companies. Note that this policy does not address interactions between the Foundation or Novo Holdings with portfolio companies other than Novo Nordisk A/S and Novonosis A/S.

OBJECTIVES OF ENGAGED OWNERSHIP

The Board has defined five objectives for the engaged ownership of Novo Group companies.

The Foundation is committed to supporting Novo Group companies in:

- I. Realising a shared vision to contribute positively to the lives of people and the sustainability of society;
- II. Becoming leading and sustainable world-class companies in their defined markets;
- III. Being inspiring environments for people to work and grow;
- IV. Generating competitive long-term financial value; and
- V. Acting in ways that enable the continuation of the Foundation and its objectives.

FORA FOR EXERCISING ENGAGED OWNERSHIP

With regards to Novo Nordisk and Novonesis, the Foundation anchors its engaged ownership initiatives in the following three fora:

	Meetings	Purpose
NNF Nominating Committee	<ul style="list-style-type: none"> As scheduled 	To plan succession and endorse appointments to Novo Group company boards (including chair and vice chair), as well as selection of CEOs
Chairmanship meetings	<ul style="list-style-type: none"> Foundation chair meets three times annually with each Novo Group company chair 	To facilitate engaged ownership, including by engaging on business performance and risk, strategic and financial target setting, board nominations and Annual General Meeting matters
Management coordination	<ul style="list-style-type: none"> Foundation leadership meets two times annually with leadership from each Novo Group company Novo Holdings leadership meets at least annually with leadership from each Novo Group company 	To operationalise engaged ownership and ensure alignment on areas of mutual interest, including financial planning, ESG policies, and public relations

GUIDELINES FOR COLLABORATION

As a principle, the Foundation’s philanthropic activities may not directly support the commercial and/or research activities of Novo Group companies. It is recognised that the Foundation’s philanthropic activities may provide indirect benefits to Novo Group companies, largely by improving the general environment for the Novo Group companies’ activities (e.g., supporting the overall Nordic life science ecosystem).

In light of the above, the following guidelines for collaboration between the Foundation and Novo Group companies apply:

- Activities and collaboration must be within the Foundation’s Articles of Association.
- Activities should be within the grant-awarding strategy of the Foundation and/or the investment strategy of Novo Holdings and must be where the Foundation or Novo Holdings has the proper competencies.
- Novo Group companies may not provide anything of value to the Foundation to the detriment of the Novo Group companies’ other shareholders. Likewise, the Foundation may not transfer anything of value to the Novo Group companies unless on an arm’s length basis.

- For grant-type initiatives:
 - Grants related to activities in areas where Novo Group companies have commercial interests should generally be focused on progressing general research, innovations, knowledge, and solutions without reference to the Novo Group companies' specific commercial and research interests.
 - The Foundation may not fund Novo Group company projects or projects from which Novo Group companies alone would benefit. Such initiatives must be for the benefit of the public good.
 - Grants must be awarded to an independent third party, such as a public research institution or a civil society organisation. Grants cannot directly benefit a Novo Group company's shareholders financially.
 - The Foundation may fund activities, such as research or healthcare initiatives that align with its mission in areas where Novo Group companies operate. However, such funding must not require use of, have preference for, or promote a Novo Group company's goods or services.
 - As part of the standard grant agreement, grant recipients are expected, when relevant and possible, to promptly and broadly disseminate results through open access publication. In addition, grant recipients must be fully transparent in any communications and publications that the Foundation has supported the project.
 - The Foundation may not provide grants or funding in a manner that could be interpreted as an attempt to influence regulatory policies, market conditions, or business decisions for the sole purpose of benefitting a Novo Group company's commercial interests.
- For investment-type activities involving Novo Group companies:
 - Equity or equity-like activities towards Novo Group companies must happen on *pari passu* terms with other Novo Group company shareholders (or with a pro-rata pre-emption right).
 - Debt or debt-like activities towards Novo Group companies must be priced by and substantially involve an independent third party.

Questions regarding these guidelines should be addressed to the Foundation's Legal department.

Approved by the Board of Directors of the Novo Nordisk Foundation on 24 September 2024.