

**RULES OF PROCEDURE
FOR THE EXECUTIVE LEADERSHIP TEAM
OF NOVOZYMES A/S**

COMPANY REGISTRATION NO 10007127

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1.0 COMPOSITION OF THE EXECUTIVE LEADERSHIP TEAM

Novozymes A/S is headed by a managing director (President and Chief Executive Officer (CEO)) and up to six additional members of the executive management employed by the Board of Directors registered with the Danish Business Authority and a number of executives appointed by the CEO which are not registered with the Danish Business Authority (collectively the Executive Leadership Team).

All references in these Rules of Procedure to the "Executive Leadership Team" or "Executive Vice Presidents" include executives registered with the Danish Business Authority and executives not registered with the Danish Business Authority unless otherwise explicitly described.

The registered members of executive management shall be distinguished from non-registered members of the Executive Leadership Team by the rights and obligations bestowed upon them by law applicable for registered executives appointed by the board of directors in a Danish limited liability company ("aktieselskab" or "A/S").

The company is organized in a number of business areas, service areas and staff functions. These may be organized as areas or divisions in Novozymes A/S and/or as subsidiaries.

The company's core business areas are managed by an Executive Vice President who is normally assisted by one or more Senior Vice Presidents, Vice Presidents or other managers and where required or appropriate by a special management group.

The Executive Leadership Team appoints the chairman of the Board of Directors of subsidiaries and the rest of its members.

The Executive Leadership Team may appoint a number of managers, including managers in subsidiaries, who are not members of the Executive Leadership Team and who are not registered as such with the Danish Business Authority. The Executive Leadership Team shall inform the Board of Directors of any such appointment.

2.0 COOPERATION BETWEEN THE EXECUTIVE LEADERSHIP TEAM AND THE BOARD OF DIRECTORS

The Executive Leadership Team is responsible for the day-to-day management of the company affairs and is empowered with the requisite authority.

The Executive Leadership Team presents the overall company goals, strategies and action plans to the Board of Directors for consideration and approval. The aim is to enable the Board of Directors and the Executive Leadership Team to work together in an active and forward-looking manner in order to maintain and strengthen the position of the company as an internationally leading company within its core business areas.

The registered executive management presents to the Board of Directors for consideration and approval the company's annual budget, quarterly and annual accounts containing information on the planned and/or actual development in operations, net cash flow and balance sheet, major investment projects and the development in the company's financial resources.

The Executive Leadership Team shall seek the Board of Director's prior approval of any transactions which by company standards are of an unusual nature or of major importance such as e.g. (i) changes in the company's overall strategies, (ii) investments in new business areas or companies exceeding DKK 100 million or (iii) closing down or divesting of material areas of business or companies, except where such approval by the Board of Directors cannot be awaited without a major drawback to the business activities of the company. In such case, the Board of Directors must be notified as soon as possible of the transaction that has been made.

The Executive Leadership Team shall inform the Board of Directors on an ongoing basis of the operational development and the environmental and social development of the company and its individual significant business areas as well as of any other matters considered to be of special importance, including matters which may involve special risks or opportunities, matters which may be subject to stock exchange communication, important employee matters, major lawsuits or matters of principle as well as matters which might become or have been made the subject of extensive press coverage.

In connection with the quarterly accounts, the Executive Leadership Team shall describe and explain the most important deviations as compared to the approved budget and state whether the company and the group may be deemed exposed to special risks that have not been included in the budget.

Once every year the Executive Leadership Team and the Board of Directors shall discuss and evaluate the performance during the past year of the Executive Leadership Team and the Board of Directors, respectively, and the cooperation between these two.

3.0 DUTIES AND TASKS OF THE EXECUTIVE LEADERSHIP TEAM AND OF ITS MEMBERS

The Executive Leadership Team shares joint responsibility with respect to the overall business of the company.

This means that all matters of major importance to the development of the company and its subsidiaries, or matters which may affect a considerable part of the company and/or its subsidiaries, shall be treated by the Executive Leadership Team which shall endeavor to reach consensus. In case consensus cannot be reached among the members of the Executive Leadership Team with respect to matters which in the opinion of one or more of the members of the Executive Leadership Team are of major importance, the member(s) in question together with the CEO shall inform the chairman of the Board of Directors to this effect.

The CEO has a special responsibility for the implementation of the company's overall action plans, for the company's overall communication activities and for the company's profit development as well as for the cooperation of the Executive Leadership Team – including the delegation of tasks for which no special guidelines have been established by the Board of Directors – and for the cooperation between the Executive Leadership Team and the Board of Directors and the chairman of the Board of Directors.

Furthermore, each individual Executive Vice President has a special responsibility for his own area.

Each Executive Vice President shall manage his area so as to contribute to constant improvement and development of the company's business potential. This means that the Executive Vice President shall

- ensure that the area is properly organized, managed and staffed
- support measures to improve the innovative capacity and adaptability of the area
- ensure that the area reaches challenging growth and development targets as an internationally leading company
- seek out and utilize cooperation opportunities, internally as well as externally
- ensure that the area operates at a profit rate which enables the company to maintain and improve its financial freedom of action
- ensure that business practice, staff policy and the interaction with the external environment reflect the fundamental principles of the company
- ensure that the area complies with Novozymes *Touch the World*.

Under Danish legislation and the Rules of Procedure of the Board of Directors, the Executive Leadership Team is subject to a number of special duties, including the duty to ensure

- that the company's books are prepared in accordance with relevant rules of law and that the asset management is carried out in a proper manner,
- that the company's capital resources are at an appropriate level at all times, including that there is sufficient liquidity to meet the company's current and future obligations as they fall due,
- that the auditing work of the company is carried out in accordance with the accounting policies approved by the Board of Directors,
- that the company complies with the obligations set forth by Nasdaq OMX Copenhagen A/S as well as any other obligations of stock exchange where the shares, etc. of the company are admitted for listing,
- that quarterly and annual accounts are prepared,
- that an overall organizational chart has been prepared and approved by the Board of Directors,
- that general guidelines for the accounting function, the IT organization and internal controls have been prepared and approved by the Board of Directors,
- that the insurance coverage of the company and its subsidiaries is sufficient and adequate and that a statement by an independent insurance broker to this effect has been obtained,
- that the company employees are informed about decisions made by the Board of Directors in accordance with the applicable guidelines, and

that the auditors are provided with any documents or information which in the opinion of the auditors may be of importance in the assessment of the financial position of the company and the group. The Executive Leadership Team shall ensure that the management of each of the company's functions and subsidiaries are assigned a similar duty.

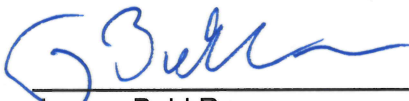
4.0 SALARY AND INCENTIVE PROGRAMS OF THE EXECUTIVE LEADERSHIP TEAM

- 4.1 The employment terms of each individual Executive Vice President, including the financial terms, are stipulated in a confidential Executive Services Contract entered into between the company and each individual Executive Vice President. Furthermore, "General guidelines for incentive pay to the management of Novozymes A/S" approved by the Board of Directors shall apply for the registered executive management.

After prior discussions and at a fair extent the Executive Vice Presidents acknowledge that the company and/or the Board of Directors may publish specific parts of the Executive Services Contract.

Adopted on March 13, 2018

On behalf of the Board of Directors:



Jørgen Buhl Rasmussen
Chairman