

## Competency profile of the Board of Directors of Novozymes A/S

### The company

Novozymes is the world leader in bioinnovation. We provide business-to-business biological solutions used in the production of numerous products such as biofuels, detergents, feed and crops.

Our ambition is to change the world together with our customers through insight and solutions. We imagine a future where our biological solutions create the necessary balance between better business, cleaner environment, and better lives.

The company's future is created by the talent and drive of the people - who are Novozymes.

To continue its progress, Novozymes must successfully deal with the following major challenges over the coming years:

- Sustaining the positive trajectory in our industrial enzyme business
- Securing the requirements for expansion within Novozymes' new platforms
- Building and commercializing our business development portfolio

Through its share ownership, which includes all the A shares in the company, the Novo Nordisk Foundation is Novozymes' controlling shareholder. The company's B shares, which are listed on Nasdaq OMX Copenhagen, are widely held.

### The Board of Directors

#### General

The Board of Directors of Novozymes is accountable to all the company's shareholders and stakeholders for the way the company conducts its business. The composition of the Board of Directors must therefore be such that the consolidated competencies of the Board of Directors enable it to inspire, guide, and oversee the company's development, and diligently address and resolve the issues and problems faced by the company at any time.

The Board of Directors shall ensure that Novozymes has an organizational structure, a management team, general management processes, and organizational competencies that are appropriate to deal with its business challenges and opportunities, thus maximizing the likelihood of achieving its ambition.

The Board of Directors further oversees and controls the financial environment and social development of Novozymes and the related planning and reporting systems. The Board of Directors, together with Novozymes' Executive Leadership Team, develops the company's overall strategies and monitors their implementation.

The Board of Directors ensures that Novozymes is managed in accordance with Novozymes' *Touch the World*.

### Competencies of the Board of Directors

The Board of Directors' overall expertise is considered to be the sum of the individual board members' competencies because the Board of Directors operates as a collegial body. The assessment of the Board of Directors' composition takes place on an ongoing basis. This competency profile is reviewed and discussed at least once a year by the Nomination and Remuneration Committee. Every year, the Nomination and Remuneration Committee will evaluate whether the actual composition reflects the desired composition of the Board of Directors and will report its findings to the Board of Directors.

Novozymes believes that members of the Board of Directors should be chosen for their competences based on merit. There are a range of factors Novozymes will consider in attaining its goal of a heterogeneous Board of Directors.

In order to support continued fulfillment of Novozymes' ambition and *Touch the World*, all board members must possess the following personal characteristics:

- Integrity
- Accountability
- Intellectual curiosity
- Financial literacy
- Comprehension of innovation and research as fundamental to doing business
- Comprehension of the importance of Novozymes' fundamental values, including the requirement that Novozymes operate in a sustainable and responsible manner, inter alia in a financial, environmental and social regard
- Genuine commitment and energy
- Competencies to penetrate key material issues

The experience base of the Board of Directors should preferably include general board and/or executive management experience from the international industrial biotechnology industry and/or related industries, as well as executive sales, marketing and/or business operations management experience from the international industrial biotechnology industry and/or related industries. Further, the experience base of the Board of Directors should preferably include R&D executive management experience from biotech, pharma or related industries.

A majority of the shareholder-elected members of the Board of Directors should hold a current executive position or have other similarly relevant active professional experience.

The Board of Directors must collectively have experience in sustainable corporate development, good corporate governance, and the identification and management of business risks.

When nominating individual candidates for board membership, the Board of Directors will prioritize individuals whose particular skills also match the current challenges facing the company. These skills include:

1. General board and/or executive management experience from industrial biotech or related industries
2. R&D executive management experience from biotech, pharma or related industries
3. Marketing, sales and/or business operations executive management from industrial biotech or related industries
4. Corporate development, governance and risks management experience within or outside industrial biotech
5. Stakeholder relations management experience (beyond customers and investors) within or outside industrial biotech
6. Business-to-business and customer relationship strategy and management experience within or outside industrial biotech
7. Financial management and investor relations experience within or outside industrial biotech
8. Alliance strategy, business models and/or acquisitions management experience (M&A&D) within or outside industrial biotech
9. Total value and supply chain management experience within or outside industrial biotech
10. Innovation and pipeline management experience within or outside industrial biotech
11. Emerging markets strategy and/or management experience within or outside industrial biotech
12. Digitalization strategy and/or management experience within or outside industrial biotech

Membership of Novozymes' Board of Directors is demanding in terms of expected contributions, frequency of meetings, preparation for meetings and the need to continuously keep abreast of developments in the industrial biotech industry. Therefore, each member must together with the Chairman of the Board of Directors assess the expected time commitment for the board position with Novozymes and each of the board member's other positions in order to ensure that the member has sufficient time for the board position in Novozymes.

A member of the Novozymes Board of Directors should strive to have no more than five mandates at listed companies. For the purposes of calculating this limit, a non-executive directorship counts as one mandate, a non-executive chairmanship counts as two mandates, and a position as executive director (or a comparable role such as member of the registered executive management) is counted as three mandates. Further, the role as non-executive chairman at Novozymes should not be combined with the position of executive director or a comparable role such as member of the registered executive management at another company.

Members of Novozymes' Executive Leadership Team shall not be members of the Board of Directors and a chief executive officer who steps down shall not take up the position of chairman or vice chairman of the Novozymes Board of Directors.

### Diversity

The members of Novozymes' Board of Directors are elected in two ways:

- The shareholders elect 4-8 members of the Board of Directors at the Annual General Meeting based on nomination by the current Board of Directors

- The employees of Novozymes A/S elect among themselves a number of directors, corresponding to half of the directors elected by the shareholders.

It is in the company's interest that the Board of Directors represents a diversity of experience, talents, backgrounds, gender and origin and strive to obtain such diversity.

In order to ensure that Novozymes and its controlling shareholder share a common vision and goals, it is desirable to have a number of members of the Board of Directors representing the majority shareholder (currently two members). However, in order to get an outside perspective on Novozymes' business, Novozymes has as its target that at least half of its shareholder-elected board members shall be independent in accordance with the Danish Code on Corporate Governance.

In nominating candidates, the Chairmanship shall seek to achieve a balance between renewal and continuity. A person cannot be nominated for election or re-election if such person has reached the age of 70 at the time of the shareholders' meeting.

With regard to international experience, Novozymes has as its target that 40% or more of the shareholder-elected board members shall have substantial international experience from management in and of large corporations or institutions headquartered outside Denmark.

Finally, the Board of Directors has as its target that one third or more of the shareholder-elected board members are female and one third or more of the shareholder-elected board members are male. All shareholder-elected board members are elected for one year at a time. Novozymes aims to meet the targets for diversity on the Board of Directors every year. In accordance with the Danish Business Authority's interpretation of Section 139a of the Danish Companies Act, the target number of individuals shall be rounded off to the nearest integer.

#### Employee-elected board members

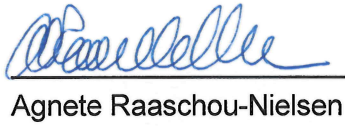
Special competences represented by the employee-elected board members should preferably include:

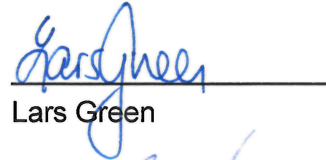
- Trusted Novozymes employee with inside experience and broad knowledge of how the company works
- Strong knowledge of what goes on among employees in the company
- Ability to have and communicate opinions on how a company works
- Ability to advise on appropriate forms of communications between the company and employees
- Command of English – verbally and written.

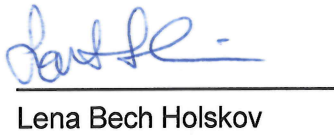
August 9, 2018

Board of Directors:

  
Jørgen Buhl Rasmussen

  
Agnete Raaschou-Nielsen

  
Lars Green

  
Lena Bech Holskov

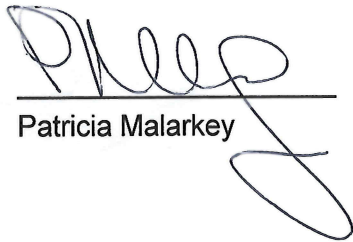
  
Anders Hentze Knudsen

  
Kasim Kutay

  
Lars Bo Køppler

  
Kim Stratton

  
Mathias Uhlén

  
Patricia Malarkey