

Charter for the Chairmanship of the Board of Directors of Novozymes A/S

1. Status

- 1.1 The Chairmanship is established in accordance with the company's Articles of Association and the Rules of procedure for the Board of Directors of Novozymes A/S.

2. Purpose

- 2.1 The Chairmanship shall assist the Board of Directors in decisions concerning planning, nomination, and other tasks on which decisions are taken by the Board.

3. Membership

- 3.1 The Chairmanship comprises two members: the Chairman and the Vice-Chairman, who are both elected by the Annual Shareholders' Meeting. The CEO and CFO participate in meetings, with the exception of the agenda items at each meeting that solely concern the Chairmanship's internal discussion.

4. Responsibilities

4.1 Overall responsibility

The Chairmanship shall:

- 4.1.1 Prepare the Board of Directors' annual cycle and subjects for discussion
- 4.1.2 Prepare each board meeting, including the agenda
- 4.1.3 Keep itself informed about the work carried out in committees established by the Board
- 4.1.4 Prepare material for use in the Board's decision-making concerning appointment, termination, and remuneration of members of the Executive Leadership Team and carry out an annual evaluation of the Executive Leadership Team
- 4.1.5 Recommend a remuneration structure and level for membership of the Board of Directors and board activities

- 4.1.6 Ensure the preparation of materials concerning nomination of candidates for election or re-election as a member of the Board
- 4.1.7 Perform such other tasks that are specifically decided by the Board of Directors or otherwise ensue from the legislation, Articles of Association, Rules of procedure for the Board of Directors, or the present Charter
- 4.2 The Chairmanship shall ensure that the Board of Directors reviews and approves a succession plan for the Executive Leadership Team once a year.
- 4.3 The Chairmanship is required, on behalf of the Board of Directors, to conduct special supervision of the Executive Leadership Team, including the Executive Leadership Team's compliance with the guidelines for the Executive Leadership Team adopted by the Board of Directors, and shall report in greater detail on how it handles this supervisory function at least once a year in a board meeting. The Chairmanship shall discuss the supervisory task and what it comprises with the rest of the Board whenever necessary.

The Chairmanship shall:

- Describe the qualifications required by the Executive Leadership Team and assess the competencies, knowledge, and experience available in the Executive Leadership Team
- Assess the size, composition, and performance of the Executive Leadership Team on an annual basis, and recommend any changes to the Board of Directors
- Assess the competencies, knowledge, and experience of the individual members of the Executive Leadership Team on an annual basis
- Consider and recommend candidates for management posts.

5. Remuneration

5.1 Remuneration policies

The Chairmanship shall regularly assess and propose to the Board of Directors principles for remuneration of the Board and the Executive Leadership Team of Novozymes A/S. In addition the Chairmanship shall regularly assess and propose to the Board of Directors guidelines for incentive-based remuneration of the Board and the Executive Leadership Team, which the Board shall submit to the Annual Shareholders' Meeting for approval.

The Chairmanship shall monitor that the information in the annual report concerning remuneration to the Board of Directors and the Executive Leadership Team is correct, fair, and comprehensive.

5.2 Remuneration of the Board of Directors

In the calendar year prior to the Annual Shareholders' Meeting the Chairmanship shall submit to the Board of Directors a proposal for remuneration to the Board for the

coming calendar year. The proposal shall be based on the current guidelines for remuneration of the Board and the Executive Leadership Team of Novozymes A/S.

5.3 Remuneration of the Executive Leadership Team

The Chairmanship shall submit a proposal to the Board of Directors concerning fixed base salary and principal terms, including termination clauses, when the company appoints new executives. The Chairmanship shall approve all other conditions of employment for members of the Executive Leadership Team.

5.4 In relation to executives the Chairmanship shall determine any payment of claims in connection with termination.

6. Nomination of board members

6.1 Renomination of existing members and nomination of new members shall be based on an evaluation of:

6.1.1 Competencies required in the Board of Directors (see point 6.2)

6.1.2 The members' independence (see point 6.3)

6.1.3 The performance of existing board members

6.1.4 Changes in existing members' main employment or significant changes in other board positions

6.1.5 Composition of the Board in terms of diversity

6.1.6 The optimal structure, size, and composition of the Board

6.2 Competencies

The Chairmanship shall assess on an ongoing basis the general competencies required in the Board of Directors, taking into account the company's position both as a large Danish company and a key player in the international biotech industry, and submit a competency profile to the Board.

6.3 Independence

The Chairmanship shall assess on an ongoing basis which members would qualify as independent.

6.4 The Chairmanship shall present the results of its considerations in points 6.1–6.3 to the Board of Directors, so that the Board can discuss and define the general requirements for relevant competencies in the Board.

6.5 The Chairmanship shall prepare and submit to the Board of Directors a specific proposal for nomination of individual members for election or re-election at the Annual Shareholders' Meeting and for the composition of the Board. If considered necessary, the Chairmanship may consult major shareholders for their opinions.

6.6 In assessing the nomination of individual members the Chairmanship shall ensure that all existing and new members will have sufficient time to participate in and contribute to the work of the Board.

7. Miscellaneous

7.1 The Chairmanship may engage an independent adviser if this is considered necessary for performance of its duties.

7.2 The Chairmanship shall have the resources it considers necessary to perform its tasks and duties.

7.3 The Chairmanship shall evaluate the adequacy of the present Charter once a year and recommend relevant changes to the Board of Directors.

8. Meetings

8.1 The Chairmanship shall meet as often as considered appropriate, but at least in connection with preparation of each board meeting. In addition, the Chairmanship shall meet at the request of either member or the CEO.

Bagsvaerd, April 24, 2013

The Board of Directors of Novozymes A/S:



Henrik Gürtler



Kurt Anker Nielsen



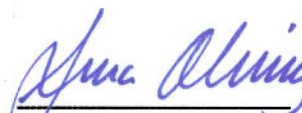
Lena Bech Holskov



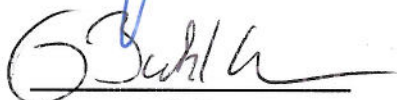
Anders Hentze Knudsen



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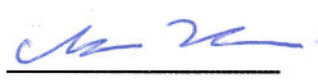
Lena Olving



Jørgen Buhl Rasmussen



Agnete Raaschou-Nielsen



Mathias Uhlén